

# FORM 4

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 OMB Number: 3235-0287  
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 hours per response... 0.5

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

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.

**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 *  <b>Windeatt Sean A</b> <small>(Last) (First) (Middle)</small>  <b>C/O BGC GROUP, INC., 499 PARK AVENUE</b> <small>(Street)</small>  <b>NEW YORK, NY 10022</b> <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol  <b>BGC Group, Inc. [ BGC ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <p align="center"><b>4/1/2024</b></p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  <input type="checkbox"/> Director <span style="margin-left: 100px;"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="margin-left: 100px;"><input type="checkbox"/> Other (specify below)</span> <b>Chief Operating Officer</b>  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
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

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			
Class A Common Stock, par value \$0.01 per share	4/1/2024		A		131,053	A	(1)	739,529 (1)(2)	D	
Class A Common Stock, par value \$0.01 per share	4/1/2024		A		60,095	A	(2)	799,624 (2)(3)	D	

<b>Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)</b>															
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	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On April 1, 2024, BGC Group, Inc. (the "Company") granted the reporting person 131,053 restricted stock units ("RSU-LLPs") under the BGC Group, Inc. Long Term Incentive Plan (the "LTIP"). Each RSU-LLP represents a contingent right to receive one share of the Company's Class A common stock, par value \$0.01 ("Class A Common Stock"). The RSU-LLPs shall vest on April 1, 2027, provided that the reporting person remains a member of and in good standing with BGC Services (Holdings) LLP, a wholly owned subsidiary of the Company, through the vesting date and contingent upon the Company generating at least \$5 million in gross revenues for the quarter in which the vesting occurs. The grant was approved by the Compensation Committee of the Board of Directors of the Company (the "Compensation Committee") and is exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- (2) On April 1, 2024, the Company granted the reporting person 60,095 restricted stock units ("RSUs") under the LTIP. Each RSU represents a contingent right to receive one share of Class A Common Stock. The RSUs shall vest ratably one-fifth (1/5th) on each of the first (1st) through fifth (5th) anniversaries of the grant date, provided that the reporting person is still substantially providing services exclusively for the Company or any of its affiliates through the applicable vesting date, and contingent upon the Company generating at least \$5 million in gross revenues for the quarter in which the vesting occurs. The grant was approved by the Compensation Committee and is exempt pursuant to Rule 16b-3 under the Exchange Act.
- (3) Includes (i) 158,449 unrestricted shares of Class A Common Stock held directly by the reporting person; (ii) 239,990 RSAs that will vest on April 1, 2025 provided that the reporting person remains employed through such vesting date, and subject to other obligations as set forth in the applicable award agreement, and (iii) 210,037 previously granted RSUs which will vest on July 1, 2033, provided that the reporting person remains employed through such vesting date, and contingent upon the Company generating at least \$5 million in revenue for the quarter in which the vesting occurs.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Windeatt Sean A C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022</b>			<b>Chief Operating Officer</b>	

**Signatures**/s/ Sean A. Windeatt4/4/2024

\*\*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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