

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

|   |  |   |  |   |  |
|---|--|---|--|---|--|
| 1. Name and Address of Reporting Person *   |  | 2. Issuer Name and Ticker or Trading Symbol       |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)  |  |
| Windeatt Sean A   |  | BGC Partners, Inc. [ BGCP ]                       |  | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)<br><b>Chief Operating Officer</b> |  |
| (Last) (First) (Middle)   |  | 3. Date of Earliest Transaction (MM/DD/YYYY)      |  |   |  |
| C/O BGC PARTNERS, INC., 499 PARK AVENUE   |  | 3/2/2022  |  |   |  |
| (Street)  |  | 4. If Amendment, Date Original Filed (MM/DD/YYYY) |  | 6. Individual or Joint/Group Filing (Check Applicable Line)   |  |
| NEW YORK, NY 10022  |  |   |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |
| (City) (State) (Zip)  |  | 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<br>(Instr. 3) | 2. Trans. Date | 2A. Deemed<br>Execution<br>Date, if any | 3. Trans. Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned<br>Following Reported Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr.<br>4) | 7. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|------------------------------------|----------------|---|------------------------------|---|---|---|---|
|                                    |                |   | Code                         | V   | Amount  | (A) or<br>(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   | Amount or Number of Shares |  |  |  |  |
| BGC Holdings Exchangeable Limited Partnership Interests | (1)(2)   | 3/2/2022       |                                   | A                         |   | 135,514  |     | (1)(2)                                  | (1)(2)          | Class A Common Stock, par value \$0.01 per share                                  | (1)(2)                     | (1)(2)                                     | 135,514  | D  |  |

#### Explanation of Responses:

- (1) On March 2, 2020, BGC Partners, Inc. (the "Company") granted the reporting person 135,514 non-exchangeable limited partnership interests (the "2020 Grant") of BGC Holdings, L.P. ("BGC Holdings"). Pursuant to the exchange rights schedule of the 2020 Grant, on March 2, 2022, the 135,514 exchangeable limited partnership interests of BGC Holdings became immediately exchangeable by the reporting person (the "2022 Exchange Rights Grant") for an aggregate of 135,514 shares of Class A common stock, par value \$0.01 per share, of the Company ("Class A Common Stock"). As timely reported and described in the reporting person's Form 4 filed on August 15, 2022, on August 11, 2022, the Company repurchased all of such 135,514 exchangeable limited partnership interests held by the reporting person at a price of \$4.08 (the "2022 Repurchase"), the closing price of shares of Class A Common Stock on August 11, 2022. The 2022 Exchange Rights Grant is being reported late at this time due to an
- (2) (continued from footnote 1) inadvertent administrative delay. The 2020 Grant and the 2022 Repurchase were each approved by the Compensation Committee of the Board of Directors of the Company and were exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

#### Reporting Owners

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

#### Signatures

/s/ Sean A. Windeatt

4/3/2023

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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