

☐ 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 (Check all applicable)
Richards David	BGC Group, Inc. [BGCP]	<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner
(Last) (First) (Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)	<input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
C/O BGC GROUP, INC., 499 PARK AVENUE	7/1/2023	
(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
(City) (State) (Zip)	Rule 10b5-1(c) Transaction Indication	<input type="checkbox"/> Form filed by More than One Reporting Person
	<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
Class A Common Stock, par value \$0.01 per share	7/1/2023		D		63,299	D	(1)(2)
					0	D	

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

Explanation of Responses:

- (1) On July 1, 2023, BGC Partners, Inc. ("BGC Partners"), along with certain other affiliated entities, completed its corporate conversion (the "Corporate Conversion") pursuant to the Corporate Conversion Agreement, dated as of November 15, 2022, as amended as of March 29, 2023. Upon completion of the Corporate Conversion, BGC Partners became a wholly owned subsidiary of its new public holding company, BGC Group, Inc. ("BGC Group"), and each share of BGC Partners Class A common stock, par value \$0.01 per share ("Class A Common Stock") outstanding as of immediately prior to the Corporate Conversion was converted into one share of BGC Group Class A common stock, par value \$0.01 per share, in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The transactions reported herein were approved by the Board of Directors of BGC Partners and the Compensation Committee thereof.
- (2) Includes (i) 13,263 restricted stock units ("RSUs") representing contingent shares of Class A Common Stock granted on December 30, 2022, of which 6,631 RSUs would have vested on December 30, 2023 and 6,632 RSUs would have vested on December 30, 2024, and (ii) 5,331 RSUs granted on November 22, 2021, all of which would have vested on November 22, 2023, in each case provided that the reporting person continued to serve as a member of the Board of Directors of BGC Partners on such dates.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Richards David C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022	X			

Signatures

/s/ David Richards

7/3/2023

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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