

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

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)  
of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): August 26, 2024**

**BGC Group, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware  
(State or other jurisdiction  
of incorporation)**

**001-35591  
(Commission  
File Number)**

**86-3748217  
(I.R.S. Employer  
Identification No.)**

**499 Park Avenue, New York, NY 10022  
(Address of principal executive offices)**

**Registrant's telephone number, including area code: (212) 610-2200**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.01 par value	BGC	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 8.01. Other Events.**

On August 26, 2024, BGC Group, Inc. (the “Registrant” or “BGC”) issued a press release announcing an offer to exchange up to \$500 million aggregate principal amount of its outstanding 6.600% Senior Notes due 2029 for an equivalent amount of 6.600% Senior Notes due 2029 registered under the Securities Act of 1933, as amended.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Discussion of Forward-Looking Statements About BGC**

Statements in this report and the attached press release regarding BGC that are not historical facts are “forward-looking statements” that involve risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements. These include statements about BGC’s business, results, financial position, liquidity and outlook, which may constitute forward-looking statements and are subject to the risk that the actual impact may differ, possibly materially, from what is currently expected. Except as required by law, BGC undertakes no obligation to update any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see BGC’s Securities and Exchange Commission filings, including, but not limited to, the risk factors and Special Note on Forward-Looking Information set forth in these filings and any updates to such risk factors and Special Note on Forward-Looking Information contained in subsequent reports on Form 10-K, Form 10-Q or Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

The exhibit index set forth below is incorporated by reference in response to this Item 9.01.

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## EXHIBIT INDEX

**Exhibit No.**

**Description**

99.1 [BGC Group, Inc. press release dated August 26, 2024](#)

104 The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: August 26, 2024

BGC Group, Inc.

By: /s/ Howard W. Lutnick

Name: **Howard W. Lutnick**

Title: **Chairman and Chief Executive Officer**

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## **BGC ANNOUNCES LAUNCH OF EXCHANGE OFFER FOR ITS 6.600% SENIOR NOTES DUE 2029**

NEW YORK, NY — August 26, 2024 — BGC Group, Inc. (Nasdaq: BGC) (“BGC” or the “Company”) today announced an offer to exchange up to \$500 million aggregate principal amount of its outstanding 6.600% Senior Notes due 2029 (the “Old Notes”) for an equivalent amount of its 6.600% Senior Notes due 2029 registered under the Securities Act of 1933, as amended (the “Exchange Notes”).

\$500 million aggregate principal amount of Old Notes were issued and sold by the Company in June 2024 in a private offering.

The exchange offer will expire at 5:00 p.m., New York City time, on September 24, 2024, unless extended. Tenders of Old Notes must be made before the exchange offer expires and may be withdrawn any time prior to the expiration of the exchange offer. The exchange offer is being made to satisfy the Company’s obligations under a registration rights agreement entered into in connection with the issuance of the Old Notes and does not represent a new financing transaction.

The terms of the exchange offer are set forth in a prospectus dated August 26, 2024. Copies of the prospectus and the other exchange offer documents may be obtained from the exchange agent:

Wilmington Trust, National Association  
50 South Sixth Street, Suite 1290  
Minneapolis, Minnesota 55402  
Attn: BGC Group Notes Administrator  
Email: [DTC@wilmingtontrust.com](mailto:DTC@wilmingtontrust.com)  
Facsimile: (612) 217-5651

This press release is for informational purposes only and is neither an offer to buy or sell nor a solicitation of an offer to buy or sell any Old Notes or Exchange Notes. The exchange offer is being made only pursuant to the exchange offer prospectus, which is being distributed to holders of the Old Notes and has been filed with the Securities and Exchange Commission as part of the Company’s Registration Statement on Form S-4 (File No. 333-281372), which was declared effective on August 23, 2024.

### **Discussion of Forward-Looking Statements About BGC**

Statements in this document regarding BGC that are not historical facts are “forward-looking statements” that involve risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements. These include statements about the Company’s business, results, financial position, liquidity, and outlook, which may constitute forward-looking statements and are subject to the risk that the actual impact may differ, possibly materially, from what is currently expected. Except as required by law, BGC undertakes no obligation to update any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see BGC’s Securities and Exchange Commission filings, including, but not limited to, the risk factors and Special Note on Forward-Looking Information set forth in these filings and any updates to such risk factors and Special Note on Forward-Looking Information contained in subsequent reports on Form 10-K, Form 10-Q or Form 8-K.

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