

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): October 22, 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 October 22, 2024, BGC Group, Inc. (“BGC,” the “Registrant” or the “Company”) issued a press release announcing that it has executed a definitive agreement to acquire OTC Global Holdings, LP (“OTC Global”), a global energy, commodities and shipping brokerage company (the “Acquisition”). At the closing of the Acquisition (the “Closing”), the Company expects to acquire OTC Global in a substantially all cash transaction. The Closing is subject to customary closing conditions, including the receipt of applicable regulatory approvals.

A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K and is 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, as well as about Acquisition and the closing thereof, the potential benefits of the Acquisition and the anticipated effect of the Acquisition on BGC’s business, 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.

EXHIBIT INDEX

Exhibit No.	Description
99.1	BGC Group, Inc. press release dated October 22, 2024
104	The cover page from this Current Report on Form 8-K, formatted in Inline XBRL

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: October 22, 2024

BGC Group, Inc.

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

[Signature page to Form 8-K re: Signing of OTC Global Holdings acquisition]



BGC Group announces agreement to acquire OTC Global Holdings
Acquisition will bolster BGC’s Energy, Commodities, and Shipping business

NEW YORK – October 22, 2024 – BGC Group, Inc. (Nasdaq: BGC), a leading global brokerage and financial technology company, announced today that it has entered into an agreement to acquire OTC Global Holdings, LP (“OTC”), the largest independent institutional energy and commodities brokerage firm. Through this acquisition, BGC Group will further expand and diversify its global Energy, Commodities, and Shipping (“ECS”) business.

OTC is one of the fastest growing energy and commodities brokerage firms, with global operations across North America, Europe, and Asia. Its brokerage services include crude and refined products, petrochemicals, natural gas, ship brokerage, and biofuels, amongst others. OTC’s product suite and client base are highly complementary to BGC’s existing ECS business and will create a comprehensive platform to serve the global energy and commodities market.

“OTC has built a premier global energy, commodities, and shipping business that is supported by world class talent,” said **Howard Lutnick, Chairman and CEO of BGC Group**. “This acquisition will complement our existing ECS business and will enhance our ability to deliver a comprehensive, best-in-class offering to our global client base. We look forward to welcoming the OTC team onto the BGC platform, combining our innovative solutions to drive greater results for our clients.”

“BGC has an incredible offering with a proven track record of growth and innovation,” said **Joe Kelly, CEO of OTC Global Holdings**. “We have built something very special and unique at OTC. We look forward to joining BGC’s platform and believe that together we will become a leading global broker for energy, commodities, and shipping products, delivering unparalleled value to our clients worldwide.”

Under the terms of the agreement, BGC expects to acquire OTC in a substantially all-cash transaction, which is subject to customary closing conditions, including applicable regulatory approvals.

Jefferies LLC is acting as exclusive financial advisor to OTC Global Holdings.

About BGC Group, Inc.

BGC Group, Inc. (Nasdaq: BGC) is a leading global marketplace, data, and financial technology services company for a broad range of products, including fixed income, foreign exchange, energy, commodities, shipping, equities, and now includes the FMX Futures Exchange. BGC’s clients are many of the world’s largest banks, broker-dealers, investment banks, trading firms, hedge funds, governments, corporations, and investment firms.

BGC and leading global investment banks and market making firms have partnered to create FMX, part of the BGC Group of companies, which includes a U.S. interest rate futures exchange, spot foreign exchange platform and the world’s fastest growing U.S. cash treasuries platform.

For more information about BGC, please visit www.bgcg.com.

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, as well as about the proposed acquisition of OTC (the “Acquisition”) and the closing thereof, the potential benefits of the Acquisition and the anticipated effect of the Acquisition on BGC’s business, 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 (“SEC”) 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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