

FORM 4

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

OMB APPROVAL
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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 * MERKEL STEPHEN M <small>(Last) (First) (Middle)</small> C/O BGC PARTNERS, INC., 499 PARK AVENUE <small>(Street)</small> NEW YORK, NY 10022 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/18/2023</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) EVP and General Counsel 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
4. If Amendment, Date Original Filed (MM/DD/YYYY) 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 (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	5/18/2023		A		256,627 ⁽¹⁾	A	⁽¹⁾	346,993	D	
Class A Common Stock, par value \$0.01 per share	5/18/2023		F ⁽²⁾		60,102 ⁽²⁾	D	\$4.61 ⁽²⁾	286,891	D	
Class A Common Stock, par value \$0.01 per share								6,258	I	By various trusts ⁽³⁾
Class A Common Stock, par value \$0.01 per share								42,425	I	By 401(k) Plan ⁽⁴⁾

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 May 18, 2023, BGC Partners, Inc. (the "Company") granted to the reporting person 256,627 shares of its Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), following the redemption of 256,627 non-exchangeable limited partnership interests of BGC Holdings, L.P. for zero. The grant was approved by the Compensation Committee of the Board of Directors of the Company and was exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The transaction described in this footnote (1) was made in connection with the Company's corporate conversion transaction.
- (2) In connection with the transaction described in footnote (1) above, the reporting person surrendered to the Company an aggregate of 60,102 shares of Class A Common Stock in a transaction exempt pursuant to Rule 16b-3 under the Exchange Act to pay taxes.
- (3) Represents shares of Class A Common Stock of the Company held in trusts for the benefit of the reporting person's immediate family, of which the reporting person's spouse is the sole trustee of each trust.
- (4) Represents shares of Class A Common Stock held in the reporting person's 401(k) account as of April 30, 2023.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVENUE			EVP and General Counsel	

Signatures

/s/ Stephen M. Merkel

5/22/2023

**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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