

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 * Windeatt Sean A <small>(Last) (First) (Middle)</small> C/O BGC GROUP, 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 Group, Inc. [BGC] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">7/1/2023</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) Chief Operating Officer 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	7/1/2023		A		1,328,986	A	0.23	1,328,986	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		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 non-exchangeable unit of BGC Holdings, L.P. outstanding as of immediately prior to the Corporate Conversion was converted into the right to receive an equity award denominated in cash and/or equity of BGC Group 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 Group and the Compensation Committee thereof.
- (2) Consists of restricted stock awards ("RSAs") granted pursuant to the BGC Group, Inc. Long Term Incentive Plan, which represent a contingent right to receive one share of Class A common stock, par value \$0.01 per share, of BGC Group ("Class A Common Stock"), for each RSA. Includes (i) 239,990 RSAs that will vest on April 1, 2025 provided that the reporting person remains employed through such vesting date, and subject to other obligations as set forth in the applicable award agreement; (ii) 158,449 RSAs that will vest on April 1, 2024, provided that the reporting person remains employed through such vesting date, and subject to other obligations as set forth in the applicable award agreement; (iii) 673,570 RSUs that will vest on July 1, 2033, provided that the reporting person remains employed through such vesting date;
- (3) (Continued from footnote 2) and (iv) 256,977 RSUs that will vest on July 1, 2033, provided that the reporting person remains employed through such vesting date, and contingent upon BGC Group generating at least \$5 million in revenue for the quarter in which the vesting occurs.

Reporting Owners

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

Signatures

/s/ Sean A. Windeatt

7/3/2023

**
—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.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.