

FORM 4

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

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.

**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 * Richards David <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 Group, Inc. [BGC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">8/8/2024</p>		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)		

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	8/8/2024		D		13,063 (1)	D	\$9.11	58,399 (2)	D	
Class A Common Stock, par value \$0.01 per share	8/9/2024		S		43,893	D	\$9.02	14,506 (2)	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				

Explanation of Responses:

- (1) On August 8, 2024, the reporting person sold 13,063 shares of BGC Group, Inc. (the "Company") Class A common stock, par value \$0.01 per share ("Common Stock") to the Company in an exempt transaction pursuant to Rule 16b-3. The sale price per share was the closing price of the Class A common stock on August 8, 2024. The transaction was approved by the Audit Committee of the Company and was pursuant to its stock buyback authorization.
- (2) Includes 14,506 Restricted Stock Units ("RSUs") granted pursuant to the BGC Group, Inc. Long Term Incentive Plan. Each RSU represents a contingent right to receive one share of Common Stock. 6,632 RSUs will vest on December 30, 2024. 3,937 RSUs will vest on November 14, 2024 and 3,937 RSUs will vest on November 14, 2025, in each case provided that the reporting person continues to serve as a member of the Board of Directors of the Issuer on such dates.

Reporting Owners

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

Signatures

/s/ David P. Richards

8/12/2024

**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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