

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 *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
CF GROUP MANAGEMENT INC			BGC Group, Inc. [BGC]			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)			Managing General Partner CFLP		
C/O BGC GROUP, INC., 499 PARK AVENUE			7/2/2023					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
NEW YORK, NY 10022						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City) (State) (Zip)			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 B Common Stock, par value \$0.01 per share	7/2/2023		J ⁽¹⁾⁽²⁾		2,210,872	A ⁽³⁾	(1)	2,972,524 ⁽⁴⁾	D	
Class B Common Stock, par value \$0.01 per share	7/2/2023		J ⁽²⁾		15,756,625	D	(2)	93,340,477 ⁽⁴⁾	I	See footnotes ⁽⁵⁾

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:

- As discussed in footnote 2 below, on July 2, 2023, Cantor Fitzgerald, L.P. ("CFLP") authorized the distribution of an aggregate of 15,756,625 shares of BGC Group, Inc. Class B common stock, par value \$0.01 per share ("Class B Common Stock"), in satisfaction of its deferred share distribution obligations pursuant to distribution rights provided to certain current and former partners of CFLP on April 1, 2008 ("April 2008 distribution rights shares") and February 14, 2012 ("February 2012 distribution rights shares"). These shares of Class B Common Stock included an aggregate of 2,210,872 shares distributed to CF Group Management, Inc. ("CFGM") in satisfaction of its April 2008 distribution rights shares and February 2012 distribution rights shares (consisting of 2,050,197 shares in satisfaction of April 2008 distribution rights shares and 160,675 shares in satisfaction of February 2012 distribution rights shares).
- On July 2, 2023, CFLP authorized the distribution of an aggregate of 15,756,625 shares of Class B Common Stock in satisfaction of its deferred share distribution obligations pursuant to the April 2008 distribution rights shares and the February 2012 distribution rights shares. 15,350,824 of such shares will remain Class B Common Stock in the hands of the recipient, and 405,801 of such shares will convert into an equivalent number of shares of BGC Group, Inc. Class A common stock, par value \$0.01 per share ("Class A Common Stock"), in the hands of the recipient pursuant to the terms of the BGC Group, Inc. Amended and Restated Certificate of Incorporation.
- Change in form of ownership exempt under Rule 16a-13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- The shares of Class B Common Stock are convertible at any time on a one-for-one basis (subject to adjustment) into shares of Class A Common Stock.
- CFGM is the Managing General Partner of CFLP. CFGM disclaims beneficial ownership of all such securities in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFGM is the beneficial owner of, or has pecuniary interest in, any such excess securities for purposes of Section 16 of the Exchange Act or for any other purpose.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

CF GROUP MANAGEMENT INC C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022	X		Managing General Partner CFLP
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Signatures

/s/ Howard W. Lutnick, Chairman and Chief Executive Officer

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.

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