

# FORM 4

OMB APPROVAL  
 OMB Number: 3235-0287  
 Estimated average burden  
 hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 *  <b>MERKEL STEPHEN M</b>  <small>(Last) (First) (Middle)</small>  <b>C/O BGC GROUP, INC., 499 PARK AVENUE</b>  <small>(Street)</small>  <b>NEW YORK, NY 10022</b>  <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol  <b>BGC Group, Inc. [ BGC ]</b>  3. Date of Earliest Transaction (MM/DD/YYYY)  <p align="center"><b>1/2/2024</b></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) <b>EVP and General Counsel</b>  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	1/2/2024		S		136,891	D	6.98	9,618 (2)	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								60,071	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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

**Explanation of Responses:**

- (1) On January 2, 2024, the reporting person sold 136,891 shares of BGC Group, Inc. (the "Company") Class A common stock, par value \$0.01 per share ("Class A Common Stock") to the Company in an exempt transaction pursuant to Rule 16b-3 under the Securities Exchange Act of 1936, as amended. The sale price per share of \$6.98 was the closing price of a share of Class A common stock on January 2, 2024. The transaction was approved by the Audit Committee and the Compensation Committee of the Board of Directors of the Company and was made pursuant to the Company's stock buyback authorization.
- (2) Also includes 9,618 shares of Class A Common Stock held by the reporting person that were not reported on the reporting person's previous filing on Form 4 due to administrative error.
- (3) Represents shares of Class A Common Stock 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 December 27, 2023.

**Reporting Owners**

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

<b>MERKEL STEPHEN M C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022</b>			<b>EVP and General Counsel</b>	
--	--	--	--------------------------------	--

**Signatures**

/s/ Stephen M. Merkel

1/3/2024

\*\*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.

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.