

# 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

<b>1. Name and Address of Reporting Person *</b>  <b>CANTOR FITZGERALD, L. P.</b>  (Last) (First) (Middle)  <b>C/O BGC GROUP, INC., 499 PARK AVENUE</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>BGC Group, Inc. [ BGC ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director <span style="float:right">_____ 10% Owner</span> _____ Officer (give title below) <span style="float:right">_____ Other (specify below)</span>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>7/1/2023</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  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	7/1/2023		A		109,097,102	A	112,314,615	109,097,102	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 July 1, 2023, BGC Partners, Inc. ("BGC Partners") and BGC Holdings, L.P. ("BGC Holdings"), along with certain other affiliated entities, completed a 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 (i) each share of BGC Partners Class A common stock, par value \$0.01 per share, outstanding as of immediately prior to the Corporate Conversion was converted into one share of BGC Group Class A common stock, par value \$0.01 per share ("Class A Common Stock"), (ii) each share of BGC Partners Class B common stock, par value \$0.01 per share, outstanding as of immediately prior to the Corporate Conversion was converted into one share of
- (2) (Continued from footnote 1) BGC Group Class B common stock, par value \$0.01 per share ("Class B Common Stock," and together with the Class A Common Stock, "Common Stock"), and (iii) each unit of BGC Holdings exchangeable limited partnership interests held by Cantor Fitzgerald, L.P. ("CFLP") outstanding as of immediately prior to the Corporate Conversion was converted into one share of Class B Common Stock, 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.
- (3) 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.
- (4) Includes an aggregate of 15,756,625 shares of Class B Common Stock that may be distributed, or converted into shares of Class A Common Stock to be distributed, to satisfy CFLP's deferred share distribution obligations pursuant to distribution rights provided to certain current and former partners of CFLP on April 1, 2008 and February 14, 2012.
- (5) Certain of the shares of Class B Common Stock issued to CFLP will exchange into shares of Class A Common Stock in the event that BGC Group does not issue at least \$75,000,000 in Common Stock in connection with certain acquisition transactions prior to the seventh anniversary of the completion of the Corporate Conversion.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANTOR FITZGERALD, L. P. C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022	X			

**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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