

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 * LUTNICK HOWARD W <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]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">4/1/2024</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	4/1/2024		A		1,304,864	A	(1)	6,338,202 (1)(2)	D	
Class A Common Stock, par value \$0.01 per share								13,366,470 (3)(4)(5)(6)	I	See footnotes (3) (4)(5)(6)
Class B Common Stock, par value \$0.01 per share								8,973,721 (7)(8)	D	
Class B Common Stock, par value \$0.01 per share								100,285,202 (9)(8)(9)	I	See footnotes (6) (8)(9)

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative 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 April 1, 2024, BGC Group, Inc. (the "Company") granted the reporting person 1,304,864 restricted stock units ("RSUs") under the BGC Group, Inc. Long Term Incentive Plan. Each RSU represents a contingent right to receive one share of the Company's Class A common stock, par value \$0.01 ("Class A Common Stock"). The RSUs shall vest ratably one-fifth (1/5th) on each of the first (1st) through fifth (5th) anniversaries of the grant date, provided that the reporting person is still substantially providing services exclusively for the Company or any of its affiliates through the applicable vesting date, and contingent upon the Company generating at least \$5 million in gross revenues for the quarter in which the vesting occurs. The grant was approved by the Compensation Committee of the Company and is exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (2) Also includes 5,033,338 shares of Class A Common Stock held directly by the reporting person.
- (3) The reporting person's indirect pecuniary interest in 13,366,470 shares of Class A Common Stock consists of (i) 12,149,099 shares of Class A Common Stock held in various trust, retirement and custodial accounts consisting of (A) 8,808,665 shares of Class A Common Stock held in the reporting person's personal asset trust, of which he is the sole trustee, (B) 1,668,475 shares of Class A Common Stock held in the reporting person's GRAT IV account, of which he is the sole trustee, (C) 786,447 shares of Class A Common Stock held by a trust for the benefit of descendants of the reporting person and his immediate family (the "Trust"), of which the reporting person's wife is one of two trustees and the reporting person has limited powers to remove and replace such trustees, (D)

290,149 shares of Class A Common Stock held

- (4) (Continued from footnote 3) in a Keogh retirement account for the reporting person, (E) 539,359 shares of Class A Common Stock held by trust accounts for the benefit of the reporting person and members of his immediate family, (F) 34,576 shares of Class A Common Stock held in an IRA retirement account, (G) 20,397 shares of Class A Common Stock held in custodial accounts for the benefit of certain members of the reporting person's family under the Uniform Gifts to Minors Act, and (H) 1,031 shares of Class A Common Stock held in other retirement accounts for the benefit of the reporting person's spouse,
- (5) (Continued from footnote 4) (ii) 5,548 shares of Class A Common Stock representing the proportional interest of the reporting person's spouse in shares owned by LFA LLC ("LFA"), (iii) 600,938 shares of Class A Common Stock held by KBCR Management Partners, LLC ("KBCR"), and (iv) 610,885 shares of Class A Common Stock held in the reporting person's 401(k) account as of March 1, 2024.
- (6) CF Group Management, Inc. ("CFGM") is the Managing General Partner of Cantor Fitzgerald, L.P. ("CFLP"), and the reporting person is the Chairman and Chief Executive Officer and also the trustee of an entity that is the sole stockholder of CFGM. KBCR is a non-managing General Partner of CFLP, and the reporting person is the managing member of KBCR. The reporting person is the managing member of LFA. The reporting person disclaims beneficial ownership of all shares held by CFLP, CFGM, KBCR and LFA in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of, or has pecuniary interest in, any such excess shares for the purposes of Section 16 of the Exchange Act or for any other purpose.
- (7) Consists of 8,973,721 shares of the Company's Class B common stock, par value \$0.01 ("Class B Common Stock") held directly by the reporting person.
- (8) 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.
- (9) Consists of (i) 93,340,477 shares of Class B Common Stock held by CFLP, (ii) 2,972,524 shares of Class B Common Stock held by CFGM, (iii) 1,610,182 shares of Class B Common Stock held by the Trust, (iv) 26,052 shares of Class B Common Stock representing the proportional interest of the reporting person's spouse in shares owned by LFA, and (v) 2,335,967 shares of Class B Common Stock held by KBCR.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

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

4/1/2024

**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.