

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 * Windeatt Sean A <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] 3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">5/6/2024</p>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Operating Officer 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
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	5/6/2024		S		40,000	D	\$8.73 (1)(2)	759,624 (4)(5)	D	
Class A Common Stock, par value \$0.01 per share	5/7/2024		S		118,449	D	\$8.75 (2)(3)	641,175 (4)(5)	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) Represents a sale of 40,000 shares of BGC Group, Inc. (the "Company") Class A common stock, par value \$0.01 per share ("Common Stock"), by the reporting person. The sale price per share of \$8.73 represents the weighted average share price of an aggregate total of 40,000 shares sold in the price range of \$8.71 to \$8.75.
- (2) Represents a sale of 118,449 shares of Common Stock by the reporting person. The sale price per share of \$8.75 represents the weighted average share price of an aggregate total of 118,449 shares sold in the price range of \$8.70 to \$8.82.
- (3) The reporting person undertakes to provide, upon request by the Securities and Exchange Commission staff, the Company or a security holder of the Company, full information regarding the number of shares sold at each separate price.
- (4) Includes (i) 239,990 shares of Common Stock received as restricted stock awards granted under the BGC Group, Inc. Long Term Incentive Plan (the "LTIP") that will vest on April 1, 2025 provided that the reporting person remains employed through such vesting date, and subject to other obligations as set forth in the applicable award agreement, (ii) 210,037 shares of Common Stock subject to Restricted Stock Units ("RSUs") granted under the LTIP, each of which represents a contingent right to receive one share of Common Stock, which will vest on July 1, 2033, provided that the reporting person remains employed through such vesting date, and contingent upon the Company generating at least \$5 million in revenue for the quarter in which the vesting occurs,
- (5) (continued from Footnote 4) (iii) 60,095 RSUs which will vest ratably one-fifth (1/5th) on each of the first (1st) through fifth (5th) anniversaries of April 1, 2024, 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, and (iv) 131,053 RSU-LLPs, which are RSUs that will vest on April 1, 2027, provided that the reporting person remains a member of and in good standing with BGC Services (Holdings) LLP, a wholly owned subsidiary of the Company, through the vesting date and contingent upon the Company generating at least \$5 million in

gross revenues for the quarter in which the vesting occurs.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Windeatt Sean A C/O BGC GROUP, INC. 499 PARK AVENUE NEW YORK, NY 10022			Chief Operating Officer	

Signatures

/s/ Sean A. Windeatt

5/8/2024

**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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