

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 PARTNERS, 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">7/10/2023</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) 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
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	7/10/2023		F ⁽¹⁾		245,701 ⁽¹⁾	D	\$4.45 ⁽¹⁾	1,083,284	D	
Class A Common Stock, par value \$0.01 per share	9/21/2023		D ⁽²⁾		474,808 ⁽²⁾	D	\$5.29 ⁽²⁾	608,476 ⁽²⁾	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) The reported transaction involved the surrender to BGC Group, Inc. (the "Company") of 245,701 shares of Class A common stock, par value \$0.01 per share ("Class A Common Stock"), issuable upon the accelerated vesting of 720,509 restricted stock units which each represent a contingent right to receive one share of Class A Common Stock ("RSUs") granted under the Company's Long Term Incentive Plan (the "LTIP"), due to the amendment of the reporting persons employment arrangements, in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and the shares were withheld for taxes. The accelerated vesting of the RSUs was not a reportable event, but the surrender is being reported late at this time due to an inadvertent administrative delay.
- (2) On September 21, 2023, the reporting person sold 474,808 shares of Class A Common Stock, to the Company in an exempt transaction made pursuant to Rule 16b-3 under the Exchange Act. The sale price per share of \$5.29 was the closing price of a share of Class A Common Stock on September 21, 2023. The transaction was approved by the Audit Committee and the Compensation Committee of the Board and was made pursuant to the Company's stock buyback authorization.
- (3) Includes 210,037 RSUs granted under the LTIP that will vest on July 1, 2033, provided that the reporting person remains employed through such vesting date, and contingent upon BGC Group generating at least \$5 million in revenue 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 PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022			Chief Operating Officer	
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Signatures

/s/ Sean A. Windeatt

9/22/2023

**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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