

GFI Group Inc.
Form SC TO-T/A
February 27, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 14d-100)
Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 19)

GFI Group Inc.
(Name of Subject Company)

BGC Partners, L.P.

(Offeror)

BGC Partners, Inc.

(Parent of Offeror)

BGC Holdings, LLC

BGC Holdings, L.P.

BGC GP, LLC

Cantor Fitzgerald, L.P.

CF Group Management, Inc.

Howard W. Lutnick

(Names of Filing Persons)

COMMON STOCK, \$0.01 PAR VALUE

(Title of Class of Securities)

361652 20 9

(CUSIP Number of Class of Securities)

BGC Partners, Inc.

499 Park Avenue

New York, New York 10022

Attention: Stephen M. Merkel, Esq.

(212) 610-2200

(Name, address and telephone number of person authorized to receive notices and communications on behalf of filing persons)

Copies to:

Wachtell, Lipton, Rosen & Katz

51 West 52nd Street

New York, NY 10019

Attention: David K. Lam, Esq.

(212) 403-1000

CALCULATION OF FILING FEE

Transaction Valuation*

\$779,484,132

Amount of Filing Fee**

\$90,577

- * Estimated for purposes of calculating the filing fee only. This amount assumes the purchase of: (1) 127,487,691 shares of common stock (Shares) of GFI Group Inc. (GFI) issued and outstanding as of December 2, 2014 as set forth in the proxy statement/prospectus filed on December 24, 2014 by CME Group Inc. pursuant to Rule 424(b)(3) under the U.S. Securities Act of 1933, as amended, plus (2) 16,193,862 Shares subject to issuance in respect of Restricted Stock Units outstanding as of September 30, 2014, as set forth in GFI's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on November 10, 2014 (the Form 10-Q), plus (3) 6,316 Shares subject to issuance pursuant to exercisable options as of September 30, 2014, as set forth in the Form 10-Q, plus (4) 1,171,879 Shares subject to issuance in respect of contingently issuable shares outstanding as of September 30, 2014, as set forth in the Form 10-Q, less (5) 17,075,464 Shares owned by BGC Partners, L.P.
- ** The amount of the filing fee is calculated in accordance with Rule 0-11 of the Securities Exchange Act of 1934, as amended, by multiplying the transaction valuation by 0.0001162.

- x Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$90,577

Filing Party: BGC Partners, Inc.

Form or Registration No.: Schedule TO (File No. 005-80318)

Date Filed: October 22, 2014

- .. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- x third-party tender offer subject to Rule 14d-1.
 .. issuer tender offer subject to Rule 13e-4.
 .. going-private transaction subject to Rule 13e-3.
 x amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- .. Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 .. Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Amendment No. 19 to the Tender Offer Statement on Schedule TO amends and supplements the Tender Offer Statement on Schedule TO filed with the Securities and Exchange Commission on October 22, 2014 (as previously amended and together with any subsequent amendments and supplements thereto, the Schedule TO) by BGC Partners, Inc. (BGC), a Delaware corporation, and BGC Partners, L.P., a Delaware limited partnership and subsidiary of BGC (the Purchaser). The Schedule TO relates to the offer by the Purchaser to purchase all outstanding shares of common stock, par value \$0.01 per share (the Shares), of GFI Group Inc., a Delaware corporation (GFI), at \$6.10 per Share, net to the seller in cash, without interest and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Amended and Restated Offer to Purchase, dated February 20, 2015 (as subsequently amended and supplemented from time to time, the Offer to Purchase), and in the related Amended and Restated Letter of Transmittal (as subsequently amended and restated from time to time) (which, together with any amendments or supplements thereto, collectively constitute the Offer).

As permitted by General Instruction G to Schedule TO, this Amendment No. 19 also amends the Schedule 13D, dated September 3, 2014 (the Original 13D) as subsequently amended (as amended, the Amended 13D), filed by BGC Partners, L.P., a Delaware limited partnership; BGC Holdings, LLC, a Delaware limited liability company; BGC Holdings, L.P., a Delaware limited partnership; BGC GP, LLC, a Delaware limited liability company; BGC Partners, Inc., a Delaware corporation (collectively with BGC Partners, L.P., BGC Holdings, LLC, BGC Holdings, L.P. and BGC GP, LLC, the BGC Entities); Cantor Fitzgerald, L.P., a Delaware limited partnership (CFLP); CF Group Management, Inc., a New York corporation (CFGM); and Howard W. Lutnick (collectively with the BGC Entities, CFLP and CFGM, the Reporting Persons and each, a Reporting Person).

Except as set forth in this Amendment, the Amended 13D is unmodified.

All capitalized terms used in this Amendment No. 19 and not otherwise defined have the respective meanings ascribed to them in the Schedule TO.

1 Names of reporting persons.

BGC Partners, L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

WC

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

71,633,951 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

71,633,951 (1)

11 Aggregate amount beneficially owned by each reporting person

71,633,951 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13 Percent of class represented by amount in Row (11)

56.3%(1)(2)

14 Type of reporting person*

PN

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 71,633,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record by BGC Partners, L.P. Does not include 45,000 shares held by its affiliate, Cantor Fitzgerald & Co.
- (2) The calculation of the 56.3% beneficial ownership is based on 127,323,526 shares of common stock outstanding as of February 26, 2015, as reported by American Stock Transfer & Trust Company, LLC, the depository for the Offer.

1 Names of reporting persons.

BGC Holdings, LLC

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 71,633,951 (1)

reporting 9 Sole dispositive power

person 0

with 10 Shared dispositive power

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Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

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9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

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1 Names of reporting persons.

BGC GP, LLC

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 71,633,951 (1)

9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

71,633,951 (1)

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14 Type of reporting person*

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1 Names of reporting persons.

BGC Partners, Inc.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 71,633,951 (1)

reporting 9 Sole dispositive power

person 0

with 10 Shared dispositive power

71,633,951 (1)

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12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

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56.3% (1)(2)

14 Type of reporting person*

CO

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- (2) The calculation of the 56.3% beneficial ownership is based on 127,323,526 shares of common stock outstanding as of February 26, 2015, as reported by American Stock Transfer & Trust Company, LLC, the depository for the Offer.

1 Names of reporting persons.

Cantor Fitzgerald, L.P.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 71,678,951 (1)

9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

71,678,951 (1)

11 Aggregate amount beneficially owned by each reporting person

71,678,951 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13 Percent of class represented by amount in Row (11)

56.3% (1)(2)

14 Type of reporting person*

PN

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 71,678,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record as follows: 71,633,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) are held of record by BGC Partners, L.P. and 45,000 shares are held of record by Cantor Fitzgerald & Co.
- (2) The calculation of the 56.3% beneficial ownership is based on 127,323,526 shares of common stock outstanding as of February 26, 2015, as reported by American Stock Transfer & Trust Company, LLC, the depository for the Offer.

1 Names of reporting persons.

CF Group Management, Inc.

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares 0

beneficially 8 Shared voting power

owned by

each 71,678,951 (1)

9 Sole dispositive power

reporting

person 0

with 10 Shared dispositive power

78,678,951 (1)

11 Aggregate amount beneficially owned by each reporting person

71,678,951 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13 Percent of class represented by amount in Row (11)

56.3% (1)(2)

14 Type of reporting person*

CO

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 71,678,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record as follows: 71,633,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) are held of record by BGC Partners, L.P. and 45,000 shares are held of record by Cantor Fitzgerald & Co.
- (2) The calculation of the 56.3% beneficial ownership is based on 127,323,526 shares of common stock outstanding as of February 26, 2015, as reported by American Stock Transfer & Trust Company, LLC, the depository for the Offer.

1 Names of reporting persons.

Howard W. Lutnick

2 Check the appropriate box if a member of a group*

(a) " (b) "

3 SEC use only

4 Source of funds* (see instructions)

OO

5 Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) "

6 Citizenship or place of organization

Delaware

7 Sole voting power

Number of

shares

0

beneficially

8 Shared voting power

owned by

each

71,678,951 (1)

9 Sole dispositive power

reporting

person

0

with

10 Shared dispositive power

71,678,951 (1)

11 Aggregate amount beneficially owned by each reporting person

71,678,951 (1)

12 Check if the aggregate amount in Row (11) excludes certain shares (see instructions)* ..

13 Percent of class represented by amount in Row (11)

56.3%(1)(2)

14 Type of reporting person*

IN

- (1) The information set forth in Items 4, 5 and 6 of the Amended 13D is incorporated herein by reference. The 71,678,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) of common stock of GFI Group Inc. that may be deemed to be beneficially owned by this reporting person are held of record as follows: 71,633,951 shares (which includes 2,728,162 shares tendered by notice of guaranteed delivery) are held of record by BGC Partners, L.P. and 45,000 shares are held of record by Cantor Fitzgerald & Co.
- (2) The calculation of the 56.3% beneficial ownership is based on 127,323,526 shares of common stock outstanding as of February 26, 2015, as reported by American Stock Transfer & Trust Company, LLC, the depository for the Offer.

Items 1 through 9; Item 11.

Items 1 through 9 and Item 11 of the Schedule TO are hereby amended and supplemented as follows:

At 5:00 p.m., New York City time, on February 26, 2015, the Offer expired as scheduled and was not extended. The Depositary has advised us that, as of 5:00 p.m., New York City time, on February 26, 2015, approximately 54.6 million Shares had been validly tendered pursuant to the Offer and not validly withdrawn, which represent, together with the 17.1 million Shares already owned by the Purchaser, approximately 56.3% of the outstanding Shares. These figures include Notices of Guaranteed Delivery delivered with respect to approximately 2.7 million Shares, which represent approximately 2.1% of the outstanding Shares. The number of Shares tendered pursuant to the Offer satisfied the Minimum Tender Condition. Accordingly, all conditions to the Offer having been satisfied, Purchaser accepted for payment, and expects to promptly pay for, all Shares validly tendered in, and not withdrawn from, the Offer.

On February 27, 2015, BGC and the Purchaser issued a press release announcing the expiration of the Offer and Purchaser's acceptance for payment of the Shares. The full text of the press release is attached as Exhibit (a)(5)(W) to the Schedule TO and is incorporated herein by reference.

Item 10. Financial Statements.

Not applicable.

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented to add the following exhibit:

(a)(5)(W) Text of press release issued by BGC Partners, Inc., dated February 27, 2015.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 27, 2015

BGC PARTNERS, INC.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC PARTNERS, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC HOLDINGS, LLC

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC HOLDINGS, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

BGC GP, LLC

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman and Chief Executive Officer

CANTOR FITZGERALD, L.P.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick
Title: Chairman, President and Chief
Executive Officer

CF GROUP MANAGEMENT, INC.

By: /s/ Howard W. Lutnick
Name: Howard W. Lutnick

Title: Chairman, Chief Executive Officer and
Director

HOWARD W. LUTNICK

/s/ Howard W. Lutnick

[Signature page to TO Amendment dated February 27, 2015]

EXHIBIT INDEX

- (a)(1)(A) Offer to Purchase, dated October 22, 2014.
- (a)(1)(B) Form of Letter of Transmittal, dated October 22, 2014.
- (a)(1)(C) Form of Notice of Guaranteed Delivery, dated October 22, 2014.
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated October 22, 2014.
- (a)(1)(E) Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated October 22, 2014.
- (a)(1)(F) Form of summary advertisement, dated October 22, 2014.
- (a)(1)(G) Amended and Restated Offer to Purchase, dated February 20, 2015.
- (a)(1)(H) Amended and Restated Form of Letter of Transmittal, dated February 20, 2015.
- (a)(1)(I) Amended and Restated Form of Notice of Guaranteed Delivery, dated February 20, 2015.
- (a)(1)(J) Amended and Restated Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 20, 2015.
- (a)(1)(K) Amended and Restated Form of Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees, dated February 20, 2015.
- (a)(5)(A) Text of press release issued by BGC Partners, Inc., dated October 22, 2014.
- (a)(5)(B) Text of press release issued by BGC Partners, Inc., dated November 6, 2014 (incorporated by reference to Exhibit 99.1 of BGC Partners, Inc.'s Current Report on Form 8-K filed with the SEC on November 6, 2014).
- (a)(5)(C) Text of press release issued by BGC Partners, Inc., dated November 12, 2014.
- (a)(5)(D) Text of press release issued by BGC Partners, Inc., dated November 19, 2014.
- (a)(5)(E) Text of press release issued by BGC Partners, Inc., dated November 20, 2014.
- (a)(5)(F) Text of press release issued by BGC Partners, Inc., dated December 9, 2014.
- (a)(5)(G) Text of press release issued by BGC Partners, Inc., dated December 19, 2014.
- (a)(5)(H) Text of press release issued by BGC Partners, Inc., dated January 7, 2015.
- (a)(5)(I) Text of press release issued by BGC Partners, Inc., dated January 9, 2015.
- (a)(5)(J) Text of press release issued by BGC Partners, Inc., dated January 9, 2015.
- (a)(5)(K) Text of press release issued by BGC Partners, Inc., dated January 14, 2015.
- (a)(5)(L) Text of press release issued by BGC Partners, Inc., dated January 15, 2015.
- (a)(5)(M) Text of press release issued by BGC Partners, Inc., dated January 20, 2015.
- (a)(5)(N) Text of press release issued by BGC Partners, Inc., dated January 21, 2015.
- (a)(5)(O) Text of press release issued by BGC Partners, Inc., dated January 20, 2015.
- (a)(5)(P) Text of press release issued by BGC Partners, Inc., dated January 28, 2015.

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- (a)(5)(Q) Text of press release issued by BGC Partners, Inc., dated January 29, 2015.
- (a)(5)(R) Text of press release issued by BGC Partners, Inc., dated January 30, 2015.
- (a)(5)(S) Text of press release issued by BGC Partners, Inc., dated February 2, 2015.
- (a)(5)(T) Text of press release issued by BGC Partners, Inc., dated February 4, 2015.
- (a)(5)(U) Draft GFI Information Statement on Schedule 14F-1.
- (a)(5)(V) Text of press release issued by BGC Partners, Inc., dated February 20, 2015.
- (a)(5)(W) Text of press release issued by BGC Partners, Inc., dated February 27, 2015.
- (d)(1) Offer Letter from BGC Partners, Inc. and BGC Partners, L.P. to GFI Group Inc., dated January 13, 2015.
- (d)(2) Tender Offer Agreement executed and delivered by BGC Partners, Inc. and BGC Partners, L.P. (available to be countersigned by GFI Group Inc. pursuant to the terms of the Offer Letter, dated January 13, 2015).
- (d)(3) Revised Offer Letter from BGC Partners, Inc. and BGC Partners, L.P. to GFI Group Inc., dated January 15, 2015.
- (d)(4) Revised Tender Offer Agreement executed and delivered by BGC Partners, Inc. and BGC Partners, L.P. (available to be countersigned by GFI Group Inc. pursuant to the terms of the Revised Offer Letter, dated January 15, 2015).
- (d)(5) Revised Offer Letter from BGC Partners, Inc. and BGC Partners, L.P. to GFI Group Inc., dated January 20, 2015.
- (d)(6) Revised Tender Offer Agreement executed and delivered by BGC Partners, Inc. and BGC Partners, L.P. (available to be countersigned by GFI Group Inc. pursuant to the terms of the Revised Offer Letter, dated January 20, 2015).
- (d)(7) Revised Offer Letter from BGC Partners, Inc. and BGC Partners, L.P. to GFI Group Inc., dated January 28, 2015.
- (d)(8) Revised Tender Offer Agreement executed and delivered by BGC Partners, Inc. and BGC Partners, L.P. (available to be countersigned by GFI Group Inc. pursuant to the terms of the Revised Offer Letter, dated January 28, 2015).
- (d)(9) Tender Offer Agreement executed by BGC Partners, Inc., BGC Partners, L.P. and GFI Group Inc., dated February 19, 2015.

Previously filed