

BGC Partners, Inc.
Form 3
December 14, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â BGC Partners, Inc.			(Month/Day/Year)	NEWMARK GROUP, INC. [NMRK]	
(Last)	(First)	(Middle)	12/14/2017	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
499 PARK AVENUE				(Check all applicable)	
(Street)				☒ Director ☒ 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
NEW YORK,Â NYÂ 10022				☐ Officer ☐ Other	☒ Form filed by One Reporting Person
(City)	(State)	(Zip)		(give title below) (specify below)	☐ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Class A common stock, par value \$0.01 per share	115,543,380 ⁽¹⁾	D	Â
Class B common stock, par value \$0.01 per share	15,840,049 ⁽¹⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BGC Partners, Inc. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

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

12/14/2017

Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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).

On December 13, 2017, BGC Partners, Inc. ("BGC") acquired from Newmark Group, Inc. ("Newmark") an aggregate of 115,543,380 shares of Class A common stock, par value \$0.01 per share ("Class A common stock"), of Newmark and 15,840,049 shares of Class B common stock, par value \$0.01 per share ("Class B common stock"), of Newmark in connection with the separation of the Newmark business from the remainder of the businesses held by BGC and its subsidiaries. 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.

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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