

BGC Partners, Inc.
Form 4
September 27, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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 *
MERKEL STEPHEN M

2. Issuer Name and Ticker or Trading Symbol
BGC Partners, Inc. [BGCP]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

C/O BGC PARTNERS, INC., 499 PARK AVENUE

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
09/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, General Counsel and Sec'y

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ 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. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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 Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Class A Common Stock, par value \$0.01 per share | 04/26/2016 | | G ⁽¹⁾ | V | 5,500 ⁽¹⁾ D \$ 0 56,002 | D | |
| Class A Common Stock, par value \$0.01 per share | 06/28/2016 | | G ⁽¹⁾ | V | 6,000 ⁽¹⁾ D \$ 0 50,002 | D | |
| Class A Common | 08/04/2016 | | G ⁽¹⁾ | V | 7,750 ⁽¹⁾ D \$ 0 42,252 | D | |

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| | | | | | | | | | |
|--|------------|------------------|---|------------------------------|---|------|--------|---|----------------------------------|
| Stock, par value \$0.01 per share | | | | | | | | | |
| Class A Common Stock, par value \$0.01 per share | 09/13/2016 | G ⁽¹⁾ | V | <u>2,816</u> ₍₁₎ | D | \$ 0 | 39,436 | D | |
| Class A Common Stock, par value \$0.01 per share | 09/23/2016 | J ⁽²⁾ | V | <u>16,634</u> ₍₂₎ | A | \$ 0 | 56,070 | D | |
| Class A Common Stock, par value \$0.01 per share | 09/23/2016 | J ⁽²⁾ | V | <u>4,131</u> ₍₂₎ | A | \$ 0 | 4,131 | I | By various trusts ⁽³⁾ |
| Class A Common Stock, par value \$0.01 per share | | | | | | | 17,301 | I | By 401(k) plan ⁽⁴⁾ |
| Class A Common Stock, par value \$0.01 per share | | | | | | | 2,250 | I | By reporting person's spouse |

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

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or 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. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction 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 (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Nu Deriv Secur Benef Own Follo Repor Trans (Instr |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|

| | | | | | | |
|------|---|---------------------|--------------------|-------|--|--|
| | | | | | | Amount or Number of Shares |
| | | Date Exercisable | Expiration Date | Title | | |
| Code | V | (A) | (D) | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MERKEL STEPHEN M C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022 | | | EVP, General Counsel and Sec'y | |

Signatures

/s/ Stephen M.
Merkel

09/27/2016

**Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Represents gifts of shares of BGC Partners, Inc. Class A common stock, par value \$0.01 per share (the "Class A Common Stock") by the reporting person to various charitable organizations.
 - (2) Represents shares of Class A Common Stock received by the reporting person in a pro rata distribution by Cantor Fitzgerald, L.P. ("CFLP") to partners of CFLP in a transaction exempt under Rule 16a-9(a) under the Securities Exchange Act of 1934, as amended.
 - (3) Represents shares of Class A Common Stock held in trusts for the benefit of the reporting person's immediately family, of which the reporting person's spouse is the sole trustee of each trust and the reporting person has the power to remove and replace such trustee.
 - (4) Represents shares of Class A Common Stock held in the reporting person's 401(k) account as of August 31, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.