

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**

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

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)

EVP, General Counsel and Sec'y

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**NEW YORK, NY 10022**

(City) (State) (Zip)

**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 <sup>(1)</sup>	V	5,500 <sup>(1)</sup>	D	\$ 0
Class A Common Stock, par value \$0.01 per share	06/28/2016		G <sup>(1)</sup>	V	6,000 <sup>(1)</sup>	D	\$ 0
Class A Common Stock	08/04/2016		G <sup>(1)</sup>	V	7,750 <sup>(1)</sup>	D	\$ 0

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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<sup>(1)</sup> V 2,816<sub>(1)</sub> D \$ 0 39,436 D

Class A Common

Stock, par value \$0.01 per share 09/23/2016

J<sup>(2)</sup> V 16,634<sub>(2)</sub> A \$ 0 56,070 D

Class A Common

Stock, par value \$0.01 per share 09/23/2016

J<sup>(2)</sup> V 4,131<sub>(2)</sub> A \$ 0 4,131 I

By various trusts <sup>(3)</sup>

Class A Common

Stock, par value \$0.01 per share

17,301 I

By 401(k) plan <sup>(4)</sup>

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.**

SEC 1474 (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. Number of Derivative Securities Beneficially Owned (Instr. 5)
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						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.