

BGC Partners, Inc.  
Form 4  
December 21, 2017

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
BGC Partners, Inc.

2. Issuer Name and Ticker or Trading Symbol  
NEWMARK GROUP, INC.  
[NMRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
499 PARK AVENUE  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/13/2017

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

NEW YORK, NY 10022

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

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common stock, par value \$0.01 per share	12/13/2017		D	V	100 <sup>(1)</sup>	D	<u>1</u> 0
Class A common stock, par value \$0.01 per share	12/13/2017		A	V	115,543,380 <sup>(2)</sup>	A	<u>(2)</u> 115,543,380 <sup>(2)</sup>
	12/13/2017		A	V		A	<u>(2)</u>



## Edgar Filing: BGC Partners, Inc. - Form 4

The 100 shares of common stock of Newmark Group, Inc. ("Newmark") were acquired by BGC Partners, Inc. ("BGC") on November 22, 2016 in connection with the formation of Newmark. All such shares were disposed of on December 13, 2017 in a recapitalization in connection with the separation of the Newmark business from the remainder of the businesses held by BGC and its subsidiaries (the "Separation").

- (2) On December 13, 2017, BGC acquired from Newmark an aggregate of 115,543,830 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. Shares of Class B common stock are convertible at any time on a one-for-one basis 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. 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.