

BGC Partners, Inc.  
Form 8-K  
December 26, 2017

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d)**  
**of the Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): December 26, 2017**

**BGC Partners, Inc.**

**(Exact name of registrant as specified in charter)**

**Delaware**  
**(State or other jurisdiction**  
  
**of incorporation)**

**0-28191, 1-35591**  
**(Commission**  
  
**File Numbers)**

**13-4063515**  
**(IRS Employer**  
  
**Identification No.)**

**499 Park Avenue**

**New York, NY**

**(Address of principal executive offices)**

**10022**

**(Zip Code)**

**Registrant's telephone number, including area code: (212) 610-2200**

**(Former name or former address, if changed since last report)**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter). Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement.**

The information set forth under Item 8.01 is incorporated herein by reference.

**Item 8.01 Other Events.**

On December 26, 2017, Newmark Group, Inc. (the "Newmark") completed the sale of an additional 3,000,000 shares of Newmark's Class A common stock, par value \$0.01 per share, to the underwriters of Newmark's recently completed initial public offering at the initial public offering price of \$14.00 per share (\$13.23 per share after deducting underwriting discounts and commissions) pursuant to the underwriters' full exercise of the overallotment option granted to the underwriters in connection with Newmark's initial public offering (the "Overallotment Option"). Newmark received approximately \$39.7 million in net proceeds, all of which Newmark used to partially repay indebtedness under a certain term loan that Newmark assumed from BGC Partners, Inc. ("BGC") prior to the closing of Newmark's initial public offering.

On December 26, 2017, BGC and Newmark issued a joint press release to announce the closing of the sale pursuant to the Overallotment Option. A copy of the press release is filed as Exhibit 99.1 hereto and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d) *Exhibits.* The Exhibit Index set forth below is incorporated herein by reference.

**EXHIBIT INDEX**

| <b>Exhibit No.</b> | <b>Description</b>                           |
|--------------------|--|
| 99.1               | <u>Press Release dated December 26, 2017</u> |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

BGC PARTNERS, INC.

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

Date: December 26, 2017

*[Signature Page to Current Report on Form 8-K of BGC Partners, Inc.*

*re Exercise of Underwriters Overallotment Option in connection with IPO of Newmark Group, Inc.]*