

Windeatt Sean A
 Form 4
 March 05, 2019

FORM 4

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

OMB APPROVAL

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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 *
 Windeatt Sean A

(Last) (First) (Middle)
 C/O BGC PARTNERS, INC., 499
 PARK AVENUE
 (Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
 (Month/Day/Year)
 03/01/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 COO and Interim CFO

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 Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Code V Amount (D) Price | | |

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

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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 | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
|--|------------------------------------|------------------|------------|---|------|---|---------|-----|---------------------|--------------------|---|----------------------------|
| BGC Holdings Exchangeable Limited Partnership Interests | <u>(1)</u> | 03/01/2019 | D | <u>(2)</u> | | | 139,265 | | <u>(1)</u> | <u>(1)</u> | Class A Common Stock, par value \$0.01 per share | 139,265 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Windeatt Sean A C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022 | | | COO and Interim CFO | |

Signatures

/s/ Sean A.
Windeatt

03/05/2019

 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) On December 31, 2018, BGC Partners, Inc. (the "Company") granted the reporting person 139,265 exchange rights with respect to 139,265 non-exchangeable limited partnership interests of BGC Holdings, L.P. ("BGC Holdings") that were previously granted to the reporting person. The resulting 139,265 exchangeable limited partnership interests of BGC Holdings were immediately exchangeable by the reporting person for an aggregate of 139,265 shares of Class A common stock, par value \$0.01 per share, of the Company (the "Class A common stock"). The grant was approved by the Compensation Committee of the Board of Directors of the Company and was exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").

(2) On March 1, 2019, the Company repurchased 125,686 of such 139,265 exchangeable limited partnership interests held by Mr. Windeatt at the average price of shares of Class A common stock sold under the Company's controlled equity offering from February 25, 2019 to March 1, 2019 less 1% (\$6.1090 per limited partnership interest, for an aggregate purchase price of approximately \$767,800). In connection with such repurchase, the remaining 13,579 of such 139,265 exchangeable limited partnership interests held by Mr. Windeatt were redeemed for zero. The transactions were approved by the Compensation Committee of the Board of Directors of the Company and are exempt pursuant to Rule 16b-3 under the Exchange Act.

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.