

# FORM 4

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

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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 or  
Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)		
<b>BGC Partners, Inc.</b>			<b>NEWMARK GROUP, INC. [ NMRK ]</b>			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (MM/DD/YYYY)					
<b>499 PARK AVENUE</b>			<b>11/23/2018</b>					
(Street)			4. If Amendment, Date Original Filed (MM/DD/YYYY)			6. Individual or Joint/Group Filing (Check Applicable Line)		
<b>NEW YORK, NY 10022</b>						<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	3A. Deemed Execution Date, if any	3. Trans. 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			
Class A common stock, par value \$0.01 per share	11/23/2018		A		6903875	A	(1)	122497661	D	
Class A common stock, par value \$0.01 per share	11/23/2018		M		9388748	A	(2)(6)	131886409	D	
Class B common stock, par value \$0.01 per share	11/23/2018		M		5445488	A	(3)(6)	21285537	D	
Class A common stock, par value \$0.01 per share	11/23/2018		J (4)		131886409	D	(4)	0	D	
Class B common stock, par value \$0.01 per share	11/23/2018		J (5)		21285537	D	(5)	0	D	

**Table II - Derivative Securities Beneficially Owned ( e.g. , puts, calls, warrants, options, convertible securities)**

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Newmark Holdings Exchangeable Limited Partnership Units	(6)	11/23/2018		M (2)		9587203 (2)		(6)	(6)	Class A or Class B common stock, par value \$0.01 per share	(2)(6)	(2)	7019523	D	
Newmark Holdings Exchangeable Limited Partnership Units	(6)	11/23/2018		M (3)		5560592 (3)		(6)	(6)	Class A or Class B common stock, par value \$0.01 per share	(3)(6)	(3)	1458931	D	
Newmark Holdings Exchangeable Limited Partnership Units	(7)	11/23/2018		J (7)		1458931		(7)	(7)	Class A or Class B common stock, par value \$0.01 per share	(7)	(7)	0	D	

### Explanation of Responses:

- Pursuant to the Amended and Restated Separation and Distribution Agreement, dated as of November 23, 2018, by and among BGC Partners, Inc. ("BGC"), Newmark Group, Inc. ("Newmark") and the other parties thereto, and the Contribution and Issuance Agreement, by and between BGC and Newmark, dated November 23, 2018, BGC contributed 7,049,807 units of Newmark Partners, L.P. ("OpCo Units") in exchange for the issuance by Newmark of 6,903,875 shares of Class A common stock, par value \$0.01 per share ("Class A common stock"), of Newmark at an exchange ratio of 0.9793 shares of Class A common stock per OpCo Unit, in a transaction exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended (the "Exchange Act").
- Pursuant to the Second Amended and Restated Agreement of Limited Partnership of Newmark Holdings, L.P. ("Newmark Holdings"), dated as of June 20, 2018 (the "Holdings LPA"), BGC exchanged 9,587,203 exchangeable units of Newmark Holdings ("Holdings Units") for 9,388,747 shares of Class A common stock of Newmark, at the then-current exchange ratio of shares of Class A common stock per Holdings Unit, in a transaction exempt pursuant to Rules 16b-3 and 16b-6(b) under the Exchange Act.
- Pursuant to the Holdings LPA, BGC exchanged 5,560,592 exchangeable Holdings Units for 5,445,488 shares of Class B common stock, par value \$0.01 per share ("Class B common stock"), of Newmark at the then-current exchange ratio of shares of Class B common stock per Holdings Unit, in a transaction exempt pursuant to Rules 16b-3 and 16b-6(b) under the Exchange Act. Shares of Class B common stock are convertible at any time on a one-for-one basis into shares of Class A common stock.

- (4) On November 30, 2018, BGC will distribute all of the 131,886,408 shares of Class A common stock of Newmark held by it to the holders of record of its Class A common stock as of November 23, 2018 on a pro rata basis.
- (5) On November 30, 2018, BGC will distribute all of the 21,285,537 shares of Class B common stock of Newmark held by it to the holders of record of its Class B common stock as of November 23, 2018 on a pro rata basis.
- (6) The Holdings Units were exchangeable, at the option of the holder thereof, into shares of Class A common stock or Class B common stock of Newmark, at the then-current exchange ratio of 0.9793 shares of Class A common stock or Class B common stock per Holdings Unit.
- (7) On November 30, 2018, BGC will cause its subsidiary, BGC Holdings, L.P. ("BGCH"), to distribute all of the 1,458,931 exchangeable Holdings Units held by BGCH to its partners of record as of November 23, 2018 on a pro rata basis. Of those 1,458,931 exchangeable Holdings Units, 449,917 Holdings Units are exchangeable into shares of Class A common stock or Class B common stock of Newmark, and 1,009,014 Holdings Units are exchangeable into shares of Class A common stock, at the election of the partner receiving such Holdings Units, at the current exchange ratio of 0.9793 (subject to adjustment).

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>BGC Partners, Inc.</b> <b>499 PARK AVENUE</b> <b>NEW YORK, NY 10022</b>	<b>X</b>	<b>X</b>		

#### Signatures

/s/ Howard W. Lutnick, Chairman and Chief Executive Officer, BGC Partners, Inc.

11/27/2018

—Signature of Reporting Person

Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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