

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

1. Name and Address of Reporting Person * CANTOR FITZGERALD, L. P. (Last) (First) (Middle) 499 PARK AVENUE (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol NEWMARK GROUP, INC. [NMRK] 3. Date of Earliest Transaction (MM/DD/YYYY) 11/23/2018 4. If Amendment, Date Original Filed (MM/DD/YYYY)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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. Trans. Date	2A. 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	I	See Footnote (2)
Class A common stock, par value \$0.01 per share	11/23/2018		M		9388748	A	(3)(7)	131886409	I	See Footnote (2)
Class A common stock, par value \$0.01 per share								0 (5)	I	See Footnote (2)
Class B common stock, par value \$0.01 per share	11/23/2018		M		5445488	A	(4)(7)	21285537	I	See Footnote (2)
Class B common stock, par value \$0.01 per share								20932211 (6)	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				
Newmark Holdings Exchangeable Limited Partnership Units	(7)	11/23/2018		M	(3)	9587203	(7)	(7)	Class A or Class B common stock, par value \$0.01 per share	(3)(7)	(3)	7019523 (3)	I	See Footnote (2)
Newmark Holdings Exchangeable Limited Partnership Units	(7)	11/23/2018		M	(4)	5560592	(7)	(7)	Class A or Class B common stock, par value \$0.01 per share	(4)(7)	(4)	1458931 (1)	I	See Footnote (2)
Newmark Holdings Exchangeable Limited Partnership Units	(8)(9)						(8)(9)	(8)(9)	Class A common stock or Class B common stock, par value \$0.0	(8)(9)		24251264 (8)(9)	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").
- A majority of the voting power of BGC is held by Cantor Fitzgerald, L.P. ("CFLP") and its affiliates. CFLP disclaims beneficial ownership of all such securities in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFLP is the beneficial owner of, or has pecuniary interest in, any such excess securities for purposes of Section 16 of the Exchange Act or for any other purpose.

- (3) 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 9,388,748 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.
- (4) 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.
- (5) On November 30, 2018, BGC will distribute all of the 131,886,409 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. CFLP previously reported beneficial ownership of all of the shares of Class A common stock of Newmark beneficially owned by BGC.
- (6) 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. Of those 21,285,537 shares of Class B common stock, CFLP will receive 20,932,211 shares, which number of shares represents its pecuniary interest in the shares of Class B common stock of Newmark held directly by BGC, net of the cashing out of any fractional shares, in a transaction exempt pursuant to Rules 16a-9 and 16a-13 and Rule 16a-10 under the Exchange Act. CFLP previously reported beneficial ownership of all of the shares of Class B common stock of Newmark beneficially owned by BGC.
- (7) 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.
- (8) 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 Holdings Units, CFLP will receive 449,917 Holdings Units, which number of Holdings Units represents its pecuniary interest in the Holdings Units held directly by BGCH, in a transaction exempt pursuant to Rules 16a-9 and 16a-13 and Rule 16a-10 under the Exchange Act. CFLP previously reported beneficial ownership of all of the Holdings Units beneficially owned by BGCH. The total number of Holdings Units held by CFLP includes 23,801,347 Holdings Units held by CFLP prior to such distribution.
- (9) (Continued from footnote 8) The Holdings Units held by CFLP are exchangeable, at the option of the holder thereof, into shares of Class A common stock or Class B common stock of Newmark, at the current exchange ratio of 0.9793 shares of Class A common stock or Class B common stock per Holdings Unit (subject to adjustment).

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CANTOR FITZGERALD, L. P. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

Signatures

s/ Howard W. Lutnick, Chief Executive Officer and President, Cantor Fitzgerald, L.P

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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