

# FORM 4

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

OMB APPROVAL  
OMB Number: 3235-0287  
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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person *</b>  <b>Gosin Barry M</b>  (Last) (First) (Middle)  <b>C/O NEWMARK GROUP, INC., 125 PARK AVENUE</b>  (Street)  <b>NEW YORK, NY 10022</b>  (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>NEWMARK GROUP, INC. [ NMRK ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>11/23/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> <b>X</b> Officer (give title below) <span style="float:right"><input type="checkbox"/> Other (specify below)</span> <b>Chief Executive Officer</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**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								1215586 (1)	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	(2)							(2)	(2)	Class A common stock, par value \$0.01 per share	(2)	1591935 (2)	D	

**Explanation of Responses:**

- (1) On November 30, 2018, BGC Partners, Inc. ("BGC") distributed all of the shares of Class A common stock, par value \$0.01 per share ("Class A common stock") of Newmark Group, Inc. held by it to the holders of record of shares of Class A common stock, par value \$0.01 per share, of BGC, as of November 23, 2018 on a pro rata basis (the "Distribution"). The reporting person received 887,840 shares of Class A common stock in the Distribution in a transaction exempt pursuant to Rules 16a-9 and 16a-10 under the Securities Exchange Act of 1934, as amended (the "Exchange Act"). The total number of shares of Class A common stock held by the reporting person also includes 327,746 shares of Class A common stock held by the reporting person prior to the Distribution.
- (2) On November 30, 2018, BGC caused its subsidiary, BGC Holdings, L.P. ("BGCH"), to distribute all of the 1,458,931 exchangeable units ("Holdings Units") of Newmark Holdings, L.P. 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, the reporting person received 60,873 Holdings Units in a transaction exempt pursuant to Rules 16a-9 and Rule 16a-10 under the Exchange Act. The total number of Holdings Units held by the reporting person also includes 1,531,062 Holdings Units held by the reporting person prior to such distribution. The Holdings Units held by the reporting person are exchangeable, at the option of the holder thereof, into shares of Class A common stock, at the current exchange ratio of 0.9793 shares of Class A common stock per Holdings Unit (subject to adjustment).

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Gosin Barry M</b> <b>C/O NEWMARK GROUP, INC.</b> <b>125 PARK AVENUE</b> <b>NEW YORK, NY 10022</b>			<b>Chief Executive Officer</b>	

**Signatures**

/s/ Barry M. Gosin

12/6/2018

\*\*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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