

# 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

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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>LUTNICK HOWARD W</b>			<b>NEWMARK GROUP, INC. [ NMRK ]</b>			<input checked="" type="checkbox"/> Director <span style="float:right"><input checked="" type="checkbox"/> 10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <span style="float:right">_____ Other (specify below)</span> <b>Chairman</b>		
(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	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)(3)
Class A common stock, par value \$0.01 per share	11/23/2018		M		9388748	A	(4)(12)	131886409	I	See Footnote (2)(3)
Class A common stock, par value \$0.01 per share								6497804 (6)(7)	D	
Class A common stock, par value \$0.01 per share								5047738 (6)(7)(8)(9)(10)	I	See Footnote (8)(9)(10)
Class B common stock, par value \$0.01 per share	11/23/2018		M		5445488	A	(5)(12)	21285537	I	See Footnote (2)(3)
Class B common stock, par value \$0.01 per share								353327 (11)	I	See Footnote (2)(3)
Class B common stock, par value \$0.01 per share								20932210 (11)	I	See Footnote (2)(3)

**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	(12)	11/23/2018		M	(4)		9587203 (4)	(12)	(12)	Class A or Class B common stock, par value \$0.01 per share	(4)(12)	(4)	7019523	I	See Footnote (2)(3)
Newmark Holdings Exchangeable Limited Partnership Units	(12)	11/23/2018		M	(5)		5560592 (5)	(12)	(12)	Class A or Class B common stock, par value \$0.01 per share	(5)(12)	(5)	1458931	I	See Footnote (2)(3)
Newmark Holdings Exchangeable Limited Partnership Units	(13)(14)							(13)(14)	(13)(14)	Class A common stock, par value \$0.01 per share	(13)(14)		559450 (13) (14)	D	
Newmark Holdings Exchangeable Limited Partnership Units	(13)(14)							(13)(14)	(13)(14)	Class A common stock or Class B common stock, par value \$0.0	(13)(14)		24251264 (13)(14)	I	See Footnote (2)(3)

**Explanation of Responses:**

(1) 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").

- (2) A majority of the voting power of BGC is held by Cantor Fitzgerald, L.P. ("CFLP") and its affiliates. Cantor Fitzgerald Group Management, Inc. ("CFGM") is the Managing General Partner of CFLP. CFGM is the Managing General Partner of CFLP, and the reporting person is the Chairman and Chief Executive Officer and also the trustee of an entity that is the sole stockholder of CFGM, as well as the President and Chief Executive Officer of CFLP and the Chairman and Chief Executive Officer of BGC. KBCR Management Partners, LLC ("KBCR") is a non-managing General Partner of CFLP, and the reporting person is the managing member of KBCR. The reporting person is the managing member of LFA LLC ("LFA").
- (3) (Continued from Footnote 2) The reporting person disclaims beneficial ownership of all shares held by BGC, CFLP, CFGM, KBCR and LFA in excess of his pecuniary interest, if any, and this report shall not be deemed an admission that he is the beneficial owner of, or has pecuniary interest in, any such excess shares for the purposes of Section 16 of the Exchange Act or for any other purpose.
- (4) 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.
- (5) 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.
- (6) 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. Of the 131,886,409 shares of Class A common stock to be distributed, the reporting person will receive 6,497,804 shares directly, including 2,334,940 shares of Class A common stock held by the reporting person and 4,162,864 shares represented by deferred stock receivable by the reporting person (consisting of 3,591,626 shares receivable pursuant to deferred stock distribution rights provided by CFLP to certain current and former partners of CFLP on April 1, 2008 ("April 2008 distribution rights shares") and 571,238 shares receivable pursuant to deferred stock distribution rights provided by CFLP to certain current and former partners of CFLP on February 14, 2012
- (7) (Continued from Footnote 6) ("February 2012 distribution rights shares"), and indirect pecuniary interest in 5,047,738 shares, for an aggregate of 11,545,542 shares, which number of shares represents his pecuniary interest in the shares of Class A 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. The reporting person previously reported beneficial ownership of all of the shares of Class A common stock of Newmark beneficially owned by BGC.
- (8) In the distribution by BGC of 131,886,409 shares of Class A common stock of Newmark described in footnote 6 above, the reporting person will receive an indirect pecuniary interest in an aggregate of 5,047,738 shares of Class A common stock, consisting of (i) 951,076 April 2008 distribution rights shares and 74,536 February 2012 distribution rights shares receivable by CFGM, (ii) 1,678,558 shares held in various trust, retirement and custodial accounts of the reporting person (consisting of (A) 998,908 shares held in a personal asset trust, of which the reporting person is sole trustee, (B) 301,804 shares held by a trust (the "Trust"), for the benefit of the descendants of the reporting person and his immediately family, of which the reporting person's spouse is one of two trustees and the reporting person has limited powers to remove and replace such trustees, (C) 107,252 shares held in a Keogh retirement account for the reporting person,
- (9) (Continued from Footnote 8) (D) 249,499 shares held by trust accounts for the benefit of the reporting person and members of his immediately family, (E) 13,268 shares held in other retirement accounts, and (F) 7,827 shares held in custodial accounts for the benefit of certain members of the reporting person's family under the United Gifts to Minors Act; (iii) 746,955 shares represented by April 2008 distribution rights shares receivable by the Trust, (iv) 2,573 shares (representing the proportional interest of the spouse of the reporting person in shares owned by LFA), (v) 12,085 shares represented by such spouse's proportional interest in the distribution rights shares receivable by LFA (consisting of 11,031 April 2008 distribution rights shares and 1,054 February 2012 distribution rights shares), (vi) 278,772 shares held by KBCR, (vii) 1,083,642 distribution rights shares receivable by KBCR
- (10) (Continued from Footnote 9) (viii) 1,083,644 distribution rights shares receivable by KBCR (consisting of 950,057 April 2008 distribution rights shares and 133,587 February 2012 distribution rights shares), and (viii) 219,539 shares held in the reporting person's 401(k) account as of November 23, 2018.
- (11) 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, CFGM and CFLP will receive 353,327 and 20,932,211 shares, respectively, which numbers of shares represent their respective 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. The reporting person previously reported beneficial ownership of all of the shares of Class B common stock of Newmark beneficially owned by BGC.
- (12) 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.
- (13) 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, the reporting person and CFLP will receive 86,377 and 449,917 Holdings Units, respectively, which numbers of Holdings Units represent their respective 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. The reporting person previously reported beneficial ownership of all of the Holdings Units beneficially owned by BGCH. The total number of Holdings Units held by the reporting person includes 473,073 Holdings Units held by the reporting person prior to such distribution. The total number of Holdings Units held by CFLP includes 23,801,347 Holdings Units held by CFLP prior to such distribution.
- (14) (Continued from Footnote 13) 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). 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
<b>LUTNICK HOWARD W 499 PARK AVENUE NEW YORK, NY 10022</b>	<b>X</b>	<b>X</b>	<b>Chairman</b>	

**Signatures**/s/ Howard W. Lutnick11/27/2018

\*\*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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