

As filed with the Securities and Exchange Commission on November 24, 2021

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

BGC Partners, Inc.

(Exact name of registrant as specified in its charter)

Delaware
 (State or other jurisdiction of
 incorporation or organization)

13-4063515
 (IRS Employer
 Identification No.)

499 Park Avenue
New York, New York 10022
 (Address of Principal Executive Offices) (Zip Code)

BGC Partners, Inc. Eighth Amended and Restated Long Term Incentive Plan
 (Full title of the plan)

Stephen M. Merkel
Executive Vice President and General Counsel
BGC Partners, Inc.
499 Park Avenue
New York, New York 10022
 (Name and address of agent for service)

(212) 610-2200
 (Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input checked="" type="checkbox"/>		Accelerated filer	<input type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>		Smaller reporting company	<input type="checkbox"/>
			Emerging growth company	<input type="checkbox"/>

If an emerging growth company, include by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, par value \$0.01 per share	100,000,000 shares(1)	\$4.72(2)	\$472,000,000(2)	\$43,754.40(3)
Restricted Stock Units (4)	(5)	(6)	(6)	(6)
Other Stock-Based Awards (4)	(5)	(6)	(6)	(6)

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the “Securities Act”), the number of shares of Class A Common Stock, par value \$0.01 per share (the “Class A Common Stock”), of BGC Partners, Inc. being registered shall include an indeterminate number of additional shares which may become issuable as a result of stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the BGC Partners, Inc. Eighth Amended and Restated Long Term Incentive Plan (the “Plan”).
 - (2) Calculated pursuant to Rules 457(c) and (h), based upon the average of the high and low sale prices of the Class A Common Stock reported on the NASDAQ Global Select Market on November 18, 2021.
 - (3) Calculated pursuant to Section 6(b) of the Securities Act as follows: Proposed maximum aggregate offering price multiplied by .0000927.
 - (4) Restricted Stock Units represent rights, with or without dividend equivalents, to acquire shares of Class A Common Stock for no additional consideration pursuant to the Plan, upon the vesting thereof. Other Stock-Based Awards represent rights to acquire shares of Class A Common Stock for no additional consideration pursuant to the Plan, upon the exchange of exchangeable REUs, PSUs, LPUs or certain other limited partnership units issued by BGC Holdings, L.P. pursuant to the BGC Holdings, L.P. Participation Plan, and upon the exchange of compensatory exchangeable Founding Partner Units issued by BGC Holdings, L.P.
 - (5) Each Restricted Stock Unit and Other Stock-Based Award shall represent a right to acquire one share of Class A Common Stock, subject to adjustment for stock splits, stock dividends, or similar transactions in accordance with the anti-dilution provisions of the Plan. The aggregate number of Restricted Stock Units and Other Stock-Based Awards sold pursuant to the Plan shall not exceed the number of shares of Class A Common Stock being registered herein, as adjusted pursuant to Rule 416(a).
 - (6) Included in the offering price and fee calculations for the shares of Class A Common Stock being registered herein. Any value attributable to the Restricted Stock Units and Other Stock-Based Awards, representing rights to acquire shares of Class A Common Stock, is reflected in the market price of the Class A Common Stock, and any Restricted Stock Units and Other Stock-Based Awards sold will be sold for consideration not to exceed the value of the underlying shares of Class A Common Stock represented by the Restricted Stock Units and Other Stock-Based Awards on the date of sale. Accordingly, there is no additional offering price or registration fee with respect to the Restricted Stock Units and Other Stock-Based Awards being registered herein.
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PART I

INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

Item 1. Plan Information. *

Item 2. Registrant Information and Employee Plan Annual Information. *

* Information required by Part I of Form S-8, including with respect to BGC Partners, Inc. (“us,” “our,” or the “Registrant”), the Registrant’s Eighth Amended and Restated Long Term Incentive Plan, as amended from time to time (the “Plan”), and the Registrant’s Class A Common Stock, par value \$0.01 per share (the “Class A Common Stock”), Restricted Stock Units and Other Stock-Based Awards registered herein to be offered and sold pursuant to the Plan, is omitted from this Registration Statement in accordance with Rule 428 under the Securities Act of 1933, as amended (the “Securities Act”), and the Note to Part I of Form S-8.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents previously filed by us with the Securities and Exchange Commission (the “Commission”) are incorporated by reference into this Registration Statement:

- (a) [Our Annual Report on Form 10-K for the fiscal year ended December 31, 2020 filed with the Commission on March 1, 2021.](#)
- (b) [Amendment No. 1 to our Annual Report on Form 10-K/A for the fiscal year ended December 31, 2020 filed with the Commission on April 29, 2021.](#)
- (c) Our Quarterly Reports on Form 10-Q for [the fiscal quarter ended March 31, 2021 filed with the Commission on May 7, 2021](#), [the fiscal quarter ended June 30, 2021 filed with the Commission on August 6, 2021](#), and [the fiscal quarter ended September 30, 2021 filed with the Commission on November 8, 2021.](#)
- (d) Our Current Reports on Form 8-K filed with the Commission on February 24, 2021 (other than as indicated therein), [April 29, 2021](#) (other than as indicated therein), [May 26, 2021](#), [August 4, 2021](#) (other than as indicated therein), [September 28, 2021](#), [October 7, 2021](#), [October 19, 2021](#), [November 1, 2021](#), [November 3, 2021](#) (other than as indicated therein) and [November 23, 2021.](#)
- (e) The description of our Class A Common Stock contained in our Registration Statement on [Form 8-A](#) (Registration No. 000-28191) filed with the Commission on November 17, 1999, as amended by Amendment No. 1 to our Registration Statement on [Form 8-A/A](#) filed with the Commission on March 7, 2001, as updated by [Exhibit 4.1](#) to our Annual Report on Form 10-K for the year ended December 31, 2020 filed with the Commission on March 1, 2021, including any additional amendments or reports filed for the purpose of updating such description.

All documents subsequently filed by us pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), prior to the filing of a post-effective amendment which indicates that all securities offered herein have been sold or which deregisters all securities then remaining unsold shall be deemed to be incorporated by reference into this Registration Statement and to be a part hereof from the date of the filing of such documents.

Any statement contained herein or in a document, all or a portion of which is incorporated or deemed to be incorporated by reference herein, shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 4. Description of Securities.

The Restricted Stock Units registered herein represent rights, with or without dividend equivalents, to acquire shares of Class A Common Stock for no additional consideration pursuant to the Plan, upon the vesting thereof. Subject to the provisions of the Plan, Restricted Stock Units may not be sold, assigned, transferred, pledged, hypothecated, or otherwise disposed of or encumbered and shall be subject to a risk of forfeiture until the lapse of all applicable restrictions.

The Other Stock-Based Awards registered herein represent rights to acquire shares of Class A Common Stock for no additional consideration pursuant to the Plan, upon the exchange of exchangeable REUs, PSUs, LPUs or other certain limited partnership units issued by BGC Holdings, L.P. pursuant to the BGC Holdings, L.P. Participation Plan, and upon the exchange of compensatory exchangeable Founding Partner Units issued by BGC Holdings, L.P. Subject to the provisions of the Plan, Other Stock-Based Awards may not be sold, assigned, transferred, pledged, hypothecated, or otherwise disposed of or encumbered and may be subject to a risk of forfeiture until the lapse of all applicable restrictions.

Item 5. Interests of Named Experts and Counsel.

Not applicable.

Item 6. Indemnification of Directors and Officers.

Section 145 of the Delaware General Corporation Law (the "DGCL") provides that a corporation may indemnify directors and officers as well as other employees and individuals against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with any threatened, pending or completed actions, suits or proceedings in which such person is made a party by reason of such person being or having been a director, officer, employee or agent of the Registrant. The DGCL provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaws, agreement, vote of stockholders or disinterested directors or otherwise. The Registrant's Restated Certificate of Incorporation and Amended and Restated Bylaws provide for indemnification by the Registrant of its directors and officers to the fullest extent permitted by the DGCL.

Section 102(b)(7) of the DGCL permits a corporation to provide in its certificate of incorporation that a director of the corporation shall not be personally liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (1) for any breach of the director's duty of loyalty to the corporation or its stockholders, (2) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (3) for unlawful payments of dividends or unlawful stock repurchases, redemptions or other distributions or (4) for any transaction from which the director derived an improper personal benefit. The Registrant's Restated Certificate of Incorporation provides for such limitation of liability to the fullest extent permitted by the DGCL.

The Registrant maintains standard policies of insurance under which coverage is provided (1) to its directors and officers against loss arising from claims made by reason of breach of duty or other wrongful act, while acting in their capacity as directors and officers of the Registrant, and (2) to the Registrant with respect to payments which may be made by the Registrant to such officers and directors pursuant to any indemnification provisions contained in the Registrant's Restated Certificate of Incorporation and Amended and Restated Bylaws or otherwise as a matter of law.

Item 7. Exemption from Registration Claimed.

Not applicable.

Item 8. Exhibits.

The Exhibit Index set forth below is incorporated by reference in response to this Item 8.

Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
4.1	Restated Certificate of Incorporation of BGC Partners, Inc. (incorporated by reference to Exhibit 3.1 to the Registrant's Quarterly Report on Form 10-Q filed with the SEC on August 8, 2016)
4.2	Amended and Restated Bylaws of BGC Partners, Inc. (incorporated by reference to Exhibit 3.2 to the Registrant's Current Report on Form 8-K filed with the SEC on April 7, 2008)
4.3	BGC Partners, Inc. Eighth Amended and Restated Long Term Incentive Plan, effective November 22, 2021 (incorporated by reference to Exhibit 10.1 to the Registrant's Current Report on Form 8-K filed with the Commission on November 23, 2021)
5.1	Opinion of Stephen M. Merkel, Esq.
23.1	Consent of Ernst & Young LLP
23.2	Consent of Stephen M. Merkel, Esq. (included in Exhibit 5.1)
24.1	Powers of Attorney (included on the signature page of this Registration Statement)

Item 9. Undertakings.

(a) The undersigned Registrant hereby undertakes:

- (1) To file, during any period in which offers or sales are being made, a post-effective amendment to this Registration Statement:
 - (i) To include any prospectus required by Section 10(a)(3) of the Securities Act;
 - (ii) To reflect in the prospectus any facts or events arising after the effective date of the Registration Statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information in the Registration Statement; and
 - (iii) To include any material information with respect to the plan of distribution not previously disclosed in the Registration Statement or any material change to such information in the Registration Statement;

provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the Registrant pursuant to Section 13 or Section 15(d) of the Exchange Act that are incorporated by reference in the Registration Statement.

- (2) That, for the purpose of determining any liability under the Securities Act, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

- (3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.
- (b) The undersigned Registrant hereby undertakes that, for purposes of determining any liability under the Securities Act, each filing of the Registrant's annual report pursuant to Section 13(a) or Section 15(d) of the Exchange Act that is incorporated by reference in the Registration Statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

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- (c) Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers and controlling persons of the Registrant pursuant to the foregoing provisions, or otherwise, the Registrant has been advised that in the opinion of the Commission such indemnification is against public policy as expressed in the Securities Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the Registrant of expenses incurred or paid by a director, officer or controlling person of the Registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the Registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Securities Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on November 24, 2021.

BGC Partners, Inc.

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman of the Board and
Chief Executive Officer

POWERS OF ATTORNEY

Each of the undersigned, whose signature appears below, hereby constitutes and appoints Howard W. Lutnick and Stephen M. Merkel, and each of them, as his or her true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution for him or her and in his or her name, place and stead, in any and all capacities, to sign any or all amendments to this Registration Statement, whether pre-effective or post-effective, and to file the same with all exhibits thereto and other documents in connection therewith, with the Commission, granting unto said attorneys-in-fact and agents, or his or their substitute or substitutes, and each of them, full power and authority to do and perform each and every act and thing necessary or appropriate to be done with respect to this Registration Statement or any amendments hereto in the premises, as fully to all intents and purposes as he or she might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents, or his or their substitute or substitutes, or any of them, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act, this Registration Statement has been signed below by the following persons, in the capacities and on the date or dates indicated:

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Howard W. Lutnick</u> Howard W. Lutnick	Chairman of the Board and Chief Executive Officer (Principal Executive Officer)	November 24, 2021
<u>/s/ Steven Bisgay</u> Steven Bisgay	Chief Financial Officer (Principal Financial and Accounting Officer)	November 24, 2021
<u>/s/ Stephen T. Curwood</u> Stephen T. Curwood	Director	November 24, 2021
<u>/s/ William J. Moran</u> William J. Moran	Director	November 24, 2021
<u>/s/ Linda A. Bell</u> Linda A. Bell	Director	November 24, 2021
<u>/s/ David P. Richards</u> David P. Richards	Director	November 24, 2021
<u>/s/ Arthur U. Mbanefo</u> Arthur U. Mbanefo	Director	November 24, 2021

BGC PARTNERS, INC.

November 24, 2021

BGC Partners, Inc.
499 Park Avenue
New York, New York 10022

Ladies and Gentlemen:

I am the Executive Vice President and General Counsel of BGC Partners, Inc., a Delaware corporation (the "Company"). In connection with the Registration Statement on Form S-8 (the "Registration Statement") filed by the Company with the U.S. Securities and Exchange Commission (the "Commission") on the date hereof, relating to the registration under the Securities Act of 1933, as amended (the "Securities Act"), of the offer and sale of up to 100,000,000 shares (the "Shares") of Class A common stock, par value \$0.01 per share (the "Class A Common Stock"), and Restricted Stock Units, with or without dividend equivalents, and Other Stock-Based Awards, representing rights to acquire some or all of the Shares, pursuant to the Company's Eighth Amended and Restated Long Term Incentive Plan (the "Plan"), you have requested my opinion with respect to the matters set forth below.

For the purposes of this opinion letter, I, or attorneys working under my direction (collectively, "we"), have examined the Registration Statement and the originals, or duplicates or certified or conformed copies, of such corporate records, agreements, documents and other instruments, including the Restated Certificate of Incorporation, the Amended and Restated Bylaws of the Company and the Plan, and have made such other investigations as we have deemed relevant and necessary in connection with the opinions set forth below. As to questions of fact material to this opinion letter, we have relied, with your approval, upon oral and written representations and certificates of officers and other representatives of the Company and certificates or comparable documents of public officials.

In making such examination and rendering the opinions set forth below, we have assumed without verification the genuineness of all signatures, the authenticity of all documents submitted to us as originals, that all documents submitted to us as certified copies are true and correct copies of such originals, the authenticity of the originals of such documents submitted to us as certified copies, and the legal capacity of all individuals executing any of the foregoing documents.

We have also assumed that any Shares to be offered and sold from time to time will be duly authorized and issued in accordance with the Restated Certificate of Incorporation and the Amended and Restated Bylaws of the Company, the authorizing resolutions of the Board of Directors of the Company or a committee thereof, and applicable law, and that any certificates evidencing such Shares will be duly executed and delivered, against receipt of the consideration approved by the Company, which will be no less than the par value thereof.

Based upon the foregoing, and subject to the qualifications, assumptions and limitations stated herein, I am of the opinion that, when the Shares and any Restricted Stock Units and Other Stock-Based Awards sold have been issued, delivered and paid for in the manner contemplated by and upon the terms and conditions set forth in the Plan, the Shares will be validly issued, fully paid and nonassessable, and the Restricted Stock Units and Other Stock-Based Awards will constitute valid and legally binding obligations of the Company.

I am a member of the bar of the State of New York, and I do not express any opinion herein concerning any law other than the laws of the State of New York and the Delaware General Corporation Law (including the statutory provisions, all applicable provisions of the Delaware Constitution, and reported judicial decisions interpreting the foregoing).

I hereby consent to the filing of this opinion letter as Exhibit 5.1 to the Registration Statement. In giving such consent, I do not thereby admit that I am in the category of persons whose consent is required under Section 7 of the Securities Act, and the rules and regulations of the SEC promulgated thereunder.

Very truly yours,

/s/ Stephen M. Merkel

Stephen M. Merkel
Executive Vice President and General Counsel

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in the Registration Statement (Form S-8) pertaining to the Eighth Amended and Restated Long Term Incentive Plan of BGC Partners, Inc. of our reports, dated March 1, 2021, with respect to the consolidated financial statements and schedule of BGC Partners, Inc. and the effectiveness of internal control over financial reporting of BGC Partners, Inc. included in its Annual Report (Form 10-K) for the year ended December 31, 2020, filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York
November 24, 2021