

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 * LUTNICK HOWARD W (Last) (First) (Middle) C/O BGC PARTNERS, INC., 499 PARK AVENUE (Street) NEW YORK, NY 10022 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol BGC Partners, Inc. [BGCP]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman and CEO
3. Date of Earliest Transaction (MM/DD/YYYY) <p align="center">12/22/2021</p>		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
4. If Amendment, Date Original Filed (MM/DD/YYYY)		

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	12/22/2021		A		2011731 (1)	A	(1)	16018790 (1)(2)	D	
Class A Common Stock, par value \$0.01 per share								11535623 (3)(4)(5)(6)	I	See footnotes (3)(4)(5)(6)

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		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

Explanation of Responses:

- (1) On December 22, 2021, BGC Partners, Inc. (the "Company") granted to the reporting person 2,011,731 shares of its Class A Common Stock, par value \$0.01 per share (the "Class A Common Stock"), following the redemption and cancellation of an aggregate of 2,011,731 non-exchangeable limited partnership interests of BGC Holdings, L.P. The grant was approved by the Compensation Committee of the Board of Directors of the Company and is exempt pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.
- (2) The shares of Class A Common Stock held directly by the reporting person after the transaction herein consists of (i) 7,045,069 shares held by the reporting person, and (ii) 8,973,721 shares receivable by the reporting person pursuant to deferred stock distribution rights provided to certain current and former partners of Cantor Fitzgerald, L.P. ("CFLP") on April 1, 2008 ("April 2008 distribution rights shares") and February 14, 2012 ("February 2012 distribution rights shares")(consisting of 7,742,325 April 2008 distribution rights shares and 1,231,396 February 2012 distribution rights shares).
- (3) The reporting person's indirect pecuniary interest in 11,535,623 shares of Class A Common Stock consists of (i) 2,050,197 April 2008 distribution rights shares receivable by CF Group Management, Inc. ("CFGM") and 160,675 February 2012 distribution rights shares receivable by CFGM, (ii) 4,154,302 shares of Class A common stock held in various trust, retirement and custodial accounts consisting of (A) 1,502,618 shares of Class A Common Stock held in Mr. Lutnick's personal asset trust, of which he is the sole trustee, (B) 1,000,000 shares of Class A Common Stock held in Mr. Lutnick's GRAT I account, of which he is the sole trustee, (C) 772,478 shares of Class A Common Stock held by a trust for the benefit of descendants of Mr. Lutnick and his immediate family (the "Trust"), of which Mr. Lutnick's wife is one of two trustees and Mr. Lutnick has limited powers to remove and replace such trustees, (D) 284,995 shares of Class A Common Stock held in a Keogh retirement account for Mr.
- (4) (continued from footnote 3) Lutnick (E) 539,202 shares of Class A Common Stock held by trust accounts for the benefit of Mr. Lutnick and members of his immediate family, (F) 33,961 shares of Class A Common Stock held in an IRA retirement account, (G) 20,035 shares of Class A Common Stock held in custodial accounts for the benefit of certain members of Mr. Lutnick's family under the Uniform Gifts to Minors Act, and (H) 1,013 shares of Class A common stock held in other retirement accounts for the benefit of Mr. Lutnick's spouse; (iii) 1,610,182 shares represented by April 2008 distribution rights shares receivable by the Trust, (iv) 5,548 shares (representing the proportional interest of the spouse of the reporting person in shares owned by LFA LLC ("LFA"), (v) 26,052 shares represented by such spouse's proportional interest in the distribution rights shares receivable by LFA (consisting of 23,780 April 2008 distribution rights shares and
- (5) (continued from footnote 4) 2,272 February 2012 distribution rights shares), (vi) 600,938 shares held by KBCR Management Partners, LLC ("KBCR"), (vii)

2,335,967 distribution rights shares receivable by KBCR (consisting of 2,048,000 April 2008 distribution rights shares and 287,967 February 2012 distribution rights shares), and (viii) 591,762 shares held in the reporting person's 401(k) account as of November 30, 2021.

- (6) 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. 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. The reporting person disclaims beneficial ownership of all shares held by 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.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUTNICK HOWARD W C/O BGC PARTNERS, INC. 499 PARK AVENUE NEW YORK, NY 10022	X	X	Chairman and CEO	

Signatures

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

12/23/2021

 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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