

BGC Partners, Inc.  
Form 8-K  
April 13, 2017

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

**FORM 8-K**

**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d)**  
**OF THE SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of Earliest Event Reported): April 12, 2017**

**BGC Partners, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Delaware**  
**(State or other jurisdiction**

**of incorporation)**

**0-28191, 1-35591**  
**(Commission**

**File Numbers)**  
**499 Park Avenue, New York, NY 10022**

**13-4063515**  
**(I.R.S. Employer**

**Identification No.)**

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 610-2200

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))  
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate 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 13(a) of the Exchange Act.

**Item 1.01. Entry into a Material Definitive Agreement.**

The information required by this Item 1.01 is set forth under Item 8.01 below and is hereby incorporated by reference in response to this Item.

**Item 8.01. Other Events.**

On April 12, 2017, BGC Partners, Inc. (the Company) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated April 12, 2017 (the Sales Agreement), with Cantor Fitzgerald & Co., pursuant to which the Company may offer and sell up to 20,000,000 shares of the Company's Class A common stock, par value \$0.01 per share (the Class A Common Stock), under the Company's shelf Registration Statement on Form S-3 (Registration No. 333-214772), from time to time through Cantor Fitzgerald & Co., as the Company's sales agent under the Sales Agreement. Under the Sales Agreement, Cantor Fitzgerald & Co. will be entitled to commissions equal to 2.0% of the gross proceeds of any of the shares of Class A Common Stock that are sold by it as the Company's sales agent. Cantor Fitzgerald & Co. is a wholly owned subsidiary of Cantor Fitzgerald, L.P. and an affiliate of the Company. The Sales Agreement follows the Company's prior Controlled Equity Offering<sup>SM</sup> Sales Agreement, dated November 20, 2014 (the November 2014 Sales Agreement), with Cantor Fitzgerald & Co. under the Company's shelf Registration Statement on Form S-3 (Registration No. 333-200415). Of the 20,000,000 shares of Class A Common Stock covered by the November 2014 Sales Agreement, an aggregate of approximately 17.0 million shares have been sold as of April 12, 2017, and approximately 3.0 million shares remained to be sold as of such date.

Sales of shares of Class A Common Stock, if any, pursuant to the Sales Agreement may be made by any method permitted by law deemed to be an at the market offering as defined in Rule 415(a)(4) under the Securities Act of 1933, as amended, including sales made directly on or through the Nasdaq Global Select Market, any other existing trading market for the Class A Common Stock, and/or any other method permitted by Rule 415(a)(4), at market prices prevailing at the time of sale or at prices related to such prevailing market prices.

The foregoing description of the Sales Agreement is qualified in its entirety by reference to the Sales Agreement, a copy of which is filed as Exhibit 1.1 to this Current Report on Form 8-K and incorporated by reference herein.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

| No.  | Description   |
|------|---|
| 1.1  | Controlled Equity Offering <sup>SM</sup> Sales Agreement between BGC Partners, Inc. and Cantor Fitzgerald & Co., dated April 12, 2017 |
| 5.1  | Opinion of Stephen M. Merkel  |
| 23.1 | Consent of Stephen M. Merkel (included in Exhibit 5.1)  |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 12, 2017

BGC PARTNERS, INC.

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

[Signature Page to Form 8-K of BGC Partners, Inc. dated April 12, 2017, regarding the Controlled Equity Offering<sup>SM</sup>

Sales Agreement entered into between BGC Partners, Inc. and Cantor Fitzgerald & Co., dated April 12, 2017]

**Exhibit List**

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| <b>No.</b> | <b>Description</b>  |
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