

BGC Partners, Inc.  
Form 8-K  
June 06, 2014

**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): June 3, 2014**

**BGC Partners, Inc.**

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

**Delaware**  
**(State of other jurisdiction**

**of incorporation)**

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

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

**13-4063515**  
**(IRS Employer**

**Identification No.)**

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**(Address of principal executive offices)**

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

**(Former name or former address, if changed since last report)**

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 (see General Instruction A.2. below):

- .. 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))

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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS**

On June 3, 2014, at the Annual Meeting of Stockholders (the *Annual Meeting*) of BGC Partners, Inc. (the *Company*), the *Company*'s stockholders approved an amendment to the *Company*'s Fourth Amended and Restated Long Term Incentive Plan (the *Equity Plan*) to increase by 100 million the aggregate number of shares of the *Company*'s Class A common stock that may be delivered or cash settled pursuant to awards granted during the life of the *Equity Plan*.

For a description of the terms and conditions of the *Equity Plan*, as amended and restated and approved by the *Company*'s stockholders at the *Annual Meeting*, see *Description of the Equity Plan* under *Proposal 3 Approval of the Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan*, in the *Company*'s proxy statement for the *Annual Meeting*, which description is incorporated herein by reference. The description of the *Equity Plan* contained in the proxy statement is qualified in its entirety by reference to the full text of the *Equity Plan*, as amended and restated, a copy of which is filed as Exhibit 10.1 to this Form 8-K and incorporated herein by reference.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS**

The following matters were voted upon at the *Annual Meeting*:

(1) The election of six directors to hold office until the next annual meeting of stockholders and until their respective successors have been duly elected and qualified;

(2) The approval, on an advisory basis, of our executive compensation; and

(3) The approval of the Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan.

For more information about the foregoing proposals, see the proxy statement for the *Annual Meeting*.

At the *Annual Meeting*, holders of Class A common stock were entitled to one vote per share, and holders of Class B common stock were entitled to 10 votes per share, and the two classes voted together as a single class on all matters submitted to a vote of stockholders. The number of votes cast for and against and the number of withheld votes, abstentions and broker non-votes with respect to each matter voted upon at the *Annual Meeting* are set forth below:

***Proposal 1 Election of Directors***

| <b>Directors</b>   | <b>For</b>  | <b>Withheld</b> | <b>Broker Non-Votes</b> |
|--------------------|-------------|-----------------|-------------------------|
| Howard W. Lutnick  | 400,855,280 | 22,228,757      | 110,662,725             |
| John H. Dalton     | 386,360,917 | 36,723,120      | 110,662,725             |
| Stephen T. Curwood | 386,159,001 | 36,925,036      | 110,662,725             |
| Albert M. Weis     | 386,233,591 | 36,850,446      | 110,662,725             |
| William J. Moran   | 411,644,076 | 11,439,961      | 110,662,725             |
| Linda A. Bell      | 411,585,613 | 11,498,424      | 110,662,725             |

The six nominees were elected to the Board of Directors and will serve as directors until our next annual meeting and until their respective successors are duly elected and qualified.

***Proposal 2 Approval, on an Advisory Basis, of Our Executive Compensation***

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 375,540,562 | 46,391,285     | 1,152,190          | 110,662,725             |

Stockholders approved a resolution approving, on an advisory basis, our executive compensation.

***Proposal 3 Approval of the Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan***

| <b>For</b>  | <b>Against</b> | <b>Abstentions</b> | <b>Broker Non-Votes</b> |
|-------------|----------------|--------------------|-------------------------|
| 372,794,351 | 49,116,657     | 1,173,029          | 110,662,725             |

Stockholders approved the Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan.

**ITEM 9.01. FINANCIAL STATEMENT AND EXHIBITS**

(d) Exhibits

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan |

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

BGC Partners, Inc.

Date: June 6, 2014

By: /s/ HOWARD W. LUTNICK

Name: **Howard W. Lutnick**

Title: **Chairman and Chief Executive Officer**

*[Signature Page to Form 8-K, dated June 6, 2014, regarding the Company's 2014*

*Annual Meeting of Stockholders]*

**EXHIBIT INDEX**

| Exhibit<br>Number | Description  |
|-------------------|--|
| 10.1              | Fifth Amended and Restated BGC Partners, Inc. Long Term Incentive Plan |