

BGC Partners, Inc.  
Form 8-K  
December 05, 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): December 5, 2014**

**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))

**ITEM 8.01. OTHER EVENTS**

On December 5, 2014, pursuant to Rule 135c under the Securities Act of 1933, as amended (the Securities Act ), BGC Partners, Inc. ( BGC Partners, BGC or the Company ) issued a press release announcing the pricing of its offering of \$300 million aggregate principal amount of 5.375% senior notes (the notes ). The notes, which were priced on December 4, 2014, will not be registered under the Securities Act or any state securities laws and may not be offered or sold in the United States absent registration or an applicable exemption from registration requirements.

A copy of the press release is attached Exhibit 99.1 to this Current Report on Form 8-K and is hereby incorporated by reference herein.

**Discussion of Forward-Looking Statements by BGC Partners**

Statements in this report regarding BGC Partners business that are not historical facts are forward-looking statements that involve risks and uncertainties. Except as required by law, BGC Partners undertakes no obligation to release any revisions to any forward-looking statements. For a discussion of additional risks and uncertainties, which could cause actual results to differ from those contained in the forward-looking statements, see BGC Partners Securities and Exchange Commission filings, including, but not limited to, the risk factors set forth in our public filings, including our most recent Form 10-K and any updates to such risk factors contained in subsequent Form 10-Q or Form 8-K filings.

**ITEM 9.01.FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

**Exhibit**

| <b>No.</b> | <b>Description</b>                                      |
|------------|---|
| 99.1       | BGC Partners, Inc. press release dated December 5, 2014 |

**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.

BGC PARTNERS, INC.

Date: December 5, 2014

By: /s/ Stephen M. Merkel  
Name: Stephen M. Merkel  
Executive Vice President, General Counsel and  
Title: Secretary

*[Signature Page to Form 8-K, dated December 5, 2014, regarding a press release announcing the pricing of the Company's 5.375% senior notes.]*

**Exhibit List**

| <b>Exhibit<br/>No.</b> | <b>Description</b>                                      |
|------------------------|---|
| 99.1                   | BGC Partners, Inc. press release dated December 5, 2014 |