

BGC Partners, Inc.  
Form 8-K  
May 24, 2016

**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) May 24, 2016**

**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 Number)**  
**499 Park Avenue, New York, NY 10022**

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

**Identification No.)**

**(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))

**Item 8.01. Other Events.**

On May 24, 2016, 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 its intention to commence a private offering of senior unsecured notes (the notes ). A copy of this press release is attached as Exhibit 99.1 to this Form 8-K. The notes 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.

Nothing in this filing shall constitute an offer to sell or a solicitation of an offer to purchase any notes.

**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, the Company 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 s Securities and Exchange Commission ( SEC ) 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>Number</b> | <b>Description</b>                                  |
|---------------|---|
| 99.1          | BGC Partners, Inc. press release dated May 24, 2016 |

**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: May 24, 2016

By: /s/ Howard W. Lutnick

Name: Howard W. Lutnick

Title: Chairman and Chief Executive Officer

*[Signature Page to Form 8-K, dated May 24, 2016, regarding a press release announcing the commencement of the Company's*

*senior notes offering.]*

**Exhibit List**

**Exhibit**

| <b>Number</b> | <b>Description</b>                                  |
|---------------|---|
| 99.1          | BGC Partners, Inc. press release dated May 24, 2016 |