

CF GROUP MANAGEMENT INC  
 Form 5  
 February 14, 2013

**FORM 5**

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

OMB APPROVAL  
 OMB Number: 3235-0362  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).  
 Form 3 Holdings Reported Form 4 Transactions Reported

**ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person \*  
**CF GROUP MANAGEMENT INC**  
 (Last) (First) (Middle)

2. Issuer Name and Ticker or Trading Symbol  
**BGC Partners, Inc. [BGCP]**

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

499 PARK AVENUE  
 (Street)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)  
 12/31/2012

Director  10% Owner  
 Officer (give title below)  Other (specify below)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Reporting  
 (check applicable line)

NEW YORK, NY 10022  
 (City) (State) (Zip)

Form Filed by One Reporting Person  
 Form Filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
Class A Common Stock, par value \$0.01 per share				(A) Amount (D) Price	2,599,684	D	
Class A Common Stock, par value \$0.01 per share	03/09/2012		G <sup>(1)</sup>	75,000 <sup>(1)</sup>	\$ 0	I	See Footnote <sup>(5)</sup>



## Edgar Filing: CF GROUP MANAGEMENT INC - Form 5

by CFLP upon exercise of exchange rights with respect to 4,142,751 Interests, and (ii) the future exercise of exchange rights with respect to 12,996,325 Interests for 12,996,325 shares of Class A Common Stock. However, since the 75,000 shares of Class A Common Stock gifted on March 9, 2012 were derived from the exchange of Interests, CFLP will need to exchange 75,000 more Interests for 75,000 shares of Class A Common Stock than previously reported to satisfy all of its 17,139,076 remaining deferred stock distribution obligations.

(5) CFGM is the Managing General Partner of CFLP. CFGM disclaims beneficial ownership of all such securities in excess of its pecuniary interest, if any, and this report shall not be deemed an admission that CFGM is the beneficial owner of, or has pecuniary interest in, any such excess securities for purposes of Section 16 of the Securities Exchange Act of 1934 or for any other purpose.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.