

BGC Partners, Inc.  
Form 8-K  
February 15, 2012

**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): February 15, 2012**

**BGC Partners, Inc.**

(Exact name of Registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**0-28191**  
(Commission  
File Number)

**13-4063515**  
(I.R.S. Employer  
Identification No.)

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499 Park Avenue, New York, NY 10022

(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 (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 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 February 15, 2012, BGC Partners, Inc. (the Company) entered into a Controlled Equity Offering<sup>SM</sup> Sales Agreement (the Sales Agreement) with Cantor Fitzgerald & Co. pursuant to which the Company may issue and sell up to 10,000,000 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. 333-176523) (the Registration Statement) 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 compensation 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 September 9, 2011 (the September 2011 Sales Agreement), with Cantor Fitzgerald & Co. under the Registration Statement. Of the 10,000,000 shares of Class A Common Stock covered by the September 2011 Sales Agreement, 7,755,310 shares were sold as of February 14, 2012, and 2,244,690 shares remain 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 in privately negotiated transactions or by any method permitted by law deemed to be an at-the-market equity offering as defined in Rule 415 under the Securities Act of 1933, as amended, including, without limitation, sales made directly on or through the Nasdaq Global Select Market, the existing market for the Class A Common Stock, sales on any other existing trading market for the Class A Common Stock, or sales made to or through a market maker other than on an exchange, at the 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 included 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 February 15, 2012
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.

BGC PARTNERS, INC.

Date: February 15, 2012

By: /s/ Howard W. Lutnick  
Name: Howard W. Lutnick  
Title: Chairman and Chief Executive Officer

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**Exhibit List**

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