

BGC Partners, Inc.  
 Form 4  
 March 08, 2018

**FORM 4**

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

OMB APPROVAL

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**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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 BGC Partners, Inc.

2. Issuer Name and Ticker or Trading Symbol  
 NEWMARK GROUP, INC.  
 [NMRK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)  
 03/06/2018

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

499 PARK AVENUE

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10022

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities Acquired	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying Sec (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	(A) or (D)	Disposed of (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Class A or Class B common stock, par value \$0.01 per share
Newmark Holdings Exchangeable Limited Partnership Units	(1) (2)	03/06/2018	A	(1)(2)	16,606,726			(1) (2)		(1)(2)	(1)(2)		(1) (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BGC Partners, Inc. 499 PARK AVENUE NEW YORK, NY 10022	X	X		

## Signatures

/s/ Howard W. Lutnick, Chairman and Chief Executive Officer, BGC Partners, Inc.

03/08/2018

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) As previously disclosed, on March 6, 2018, BGC Partners, Inc. ("BGC"), including through its subsidiary, BGC Partners, L.P. ("BGC OpCo") entered into an agreement to purchase an aggregate of 16,606,726 newly issued exchangeable limited partnership units (the "Units") of Newmark Holdings, L.P. ("Newmark Holdings") for approximately \$242.0 million (the "Investment"). In the Investment, BGC acquired 7,750,487 Units and BGC OpCo acquired 8,856,239 Units. The price per Unit was based on the \$14.57 closing price of the Issuer's Class A common stock, par value \$0.01 per share (the "Class A common stock"), on March 6, 2018, as reported on the NASDAQ Global Select Market. The closing occurred on March 7, 2018. The Units are exchangeable, at BGC's discretion, on a one-for-one basis, subject to adjustment, into either shares of Class A common stock or shares of the Issuer's Class B common stock, par value \$0.01 per share (the "Class B common stock"). (Continued on footnote 2)
- (2) Shares of Class B common stock are convertible at any time on a one-for-one basis, subject to adjustment, into shares of Class A common stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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