

BGC Partners, Inc.  
Form 8-K  
June 27, 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): June 21, 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)  
**499 Park Avenue, New York, NY 10022**

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

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(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.**

On June 21, 2012, BGC Partners, Inc. (the Company ) entered into an underwriting agreement (the Underwriting Agreement ) with Wells Fargo Securities, LLC and each of the underwriters named in Exhibit A thereto whereby the Company agreed to sell \$100 million aggregate principal amount of its 8.125% Senior Notes due 2042 (the Notes ) pursuant to the Company s effective Shelf Registration Statement on Form S-3, as amended (Registration Statement No. 333-180331). The closing occurred on June 26, 2012.

On June 26, 2012, the Company entered into an Indenture with U.S. Bank National Association, as trustee (the Indenture ), and the First Supplemental Indenture (the Supplemental Indenture ) thereto. The Notes were offered under the Indenture, as so supplemented.

The foregoing summary of the Underwriting Agreement, Indenture and Supplemental Indenture is qualified in its entirety by reference to the text thereof, copies of which are filed as Exhibits 1.1, 4.1 and 4.2 hereto, respectively, and are incorporated herein by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

No.	Description
1.1	Underwriting Agreement, dated June 21, 2012, by and among BGC Partners, Inc., Wells Fargo Securities, LLC and each of the underwriters named in Exhibit A thereto
4.1	Indenture, dated June 26, 2012, by and between BGC Partners, Inc. and U.S. Bank National Association
4.2	First Supplemental Indenture, dated June 26, 2012, by and between BGC Partners, Inc. and U.S. Bank National Association
4.3	Form of 8.125% Senior Note due 2042 (included in the Supplemental Indenture filed as Exhibit 4.2)
5.1	Opinion of Morgan, Lewis & Bockius LLP
23.1	Consent of Morgan, Lewis & Bockius LLP (included in its Opinion filed as 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: June 26, 2012

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

Executive Officer

**Exhibit List**

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